



**ace financial
services**

ACE Financial Services Inc.
1325 Avenue of the Americas
New York NY 10019

212 974-0100 main
212 974-0096 fax

P36074

VIA CERTIFIED MAIL

October 1, 2002

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700008266137--5
-10/08/02--01053--008
*****43.75 *****43.75

Re: ACE Guaranty Corp. - (formerly ACE Guaranty Re Inc.) Company Name Change

Dear Sir or Madam:

Enclosed please find forms in connection with a change of company name, pursuant to Section 607.1504 or 617.1504 of the Florida Statutes for a profit corporation in the state of Florida.

- Transmittal letter on behalf of ACE Guaranty Corp.
- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
- Copy of the Company's Articles of Amendment (approving the company name change) together with Original Certification from the Maryland Insurance Administration.
- Our check in the amount of \$43.75 to cover the referenced filing fee.

FILED
02 OCT -8 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We trust that you will find the foregoing to be in order, however if you have any questions or require additional information, please contact me at (212) 408-6002.

Sincerely,

Joseph R. Beattie
Legal Assistant

Enclosures

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NC
10-8-02
#Outlooky

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P36074

(Document number of corporation (if known))

FILED
02 OCT -8 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ACE Guaranty Re Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Maryland 3. October 25, 1991
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 29, 2002
5. ACE Guaranty Corp.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)

Elisabeth Zimmerman
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Elisabeth Zimmerman
(Typed or printed name)

September 18, 2002
(Date)

Vice President & Counsel
(Title)



"CERTIFICATE OF FILED DOCUMENT"

MARYLAND INSURANCE ADMINISTRATION

THIS IS TO CERTIFY that the annexed copy of: ACE Guaranty Re, Inc. Articles of Amendment changing their name to ACE Guaranty Corp. approved by the Maryland Insurance Commissioner on July 29, 2002 has been compared to the original on file in this Administration, and that the same is a correct transcript therefrom, and of the whole said original.

August 29, 2002

Date

John B. K.

Insurance Commissioner of Maryland

Fee: \$5.00

CERTIFICATE OF INSURANCE COMMISSIONER

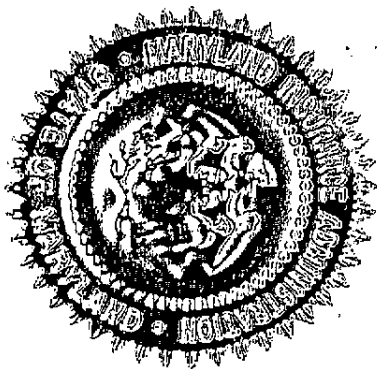
I HEREBY CERTIFY, that the Articles of Amendment of ACE Guaranty Re, Inc., (a Maryland Corporation) have been submitted to me for examination and have been found to be in accordance with the Insurance Laws of the State of Maryland.

IN WITNESS WHEREOF, I have hereunto

set my Hand and Affixed the Official Seal

of my Office in the City of Baltimore,

this 29th day of July, 2002.



A handwritten signature in dark ink, appearing to read "Steven B. Larsen", written over a horizontal line.

Steven B. Larsen
Maryland Insurance Commissioner

ACE GUARANTY RE INC.
ARTICLES OF AMENDMENT

ACE Guaranty Re Inc., a Maryland corporation, having its principal office in Baltimore City, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the Maryland State Department of Assessments and Taxation that:

FIRST: The charter of the Corporation is hereby amended as follows:

Article SECOND of the charter is amended in its entirety to read as follows:

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

ACE Guaranty Corp.

SECOND: The foregoing amendment to the charter of the Corporation has been approved by a majority of the Board of Directors and the amendment is limited to a change expressly authorized by Section 2-605 of the Maryland General Corporation Law to be made without action by the stockholders.

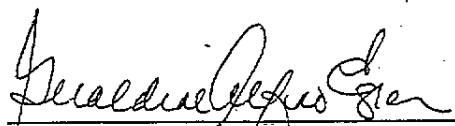
THIRD: The foregoing amendment to the charter of the Corporation does not increase the authorized stock of the Corporation.

FOURTH: The foregoing amendment to the charter of the Corporation shall be effective on the date of acceptance for record by the Maryland State Department of Assessments and Taxation.

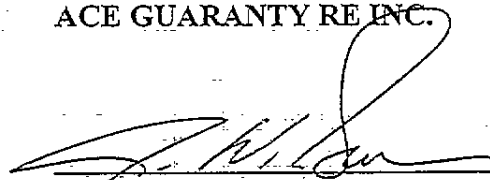
IN WITNESS WHEREOF, ACE Guaranty Re Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on August 7, 2002.

ATTEST:

ACE GUARANTY RE INC.

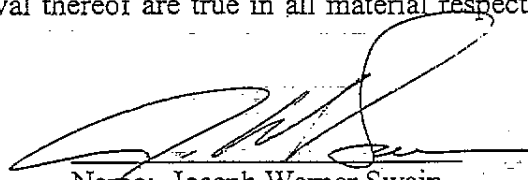


Name: Geraldine Alfino Egler
Title: Secretary, Senior Vice President
and General Counsel



Name: Joseph Warner Swain
Title: President

THE UNDERSIGNED, Joseph Warner Swain, of ACE Guaranty Re Inc., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

A handwritten signature in dark ink, appearing to read 'J. Warner Swain', is written over a horizontal line.

Name: Joseph Warner Swain

Title: President