

P36622

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

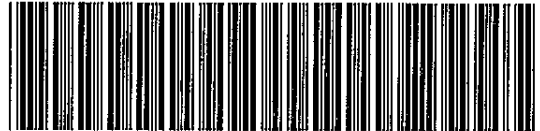
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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500061938465

*Amend*

12/07/05--01013--004 \*\*35.00

FILED  
05 DEC -7 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*12/14/05*



**WESTMONT**  
ASSOCIATES, INC.

**VIA OVERNIGHT MAIL**

December 6, 2005

Amendment Section  
Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Everest National Insurance Company  
Redomestication from Arizona to Delaware

Dear Sir/Madam:

Everest National Insurance Company, a foreign insurer qualified to do business in Florida, has redomesticated from Arizona to Delaware effective November 30, 2005. In line with the requirements of the Florida Division of Corporations, enclosed are the following documents:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida Form;
- A certified copy of the amended articles of incorporation; and
- A check in the amount of \$35 as payment of the filing fees.

Should you have any questions, please contact me at (856) 216-0220. Thank you for your attention.

Sincerely,

Liane C. Birchler  
Project Manager

fl-002

Enclosures

cc: R. Buckley  
D. Burke  
L. Day  
N. Stepanski

**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)**

P36622

(Document number of corporation (if known))

1. Everest National Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Arizona

(Incorporated under laws of)

3. July 27, 1992

(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? Not Applicable

5. Not Applicable

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Not Applicable

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

Not Applicable

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

12/1/05

Dennis C. Burke

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Dennis C. Burke

(Typed or printed name of person signing)

Secretary & General Counsel

(Title of person signing)

FILED  
DEC - 7 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

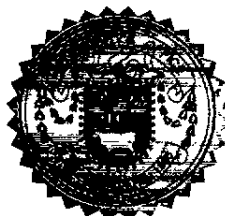
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "EVEREST NATIONAL INSURANCE COMPANY", FILED IN THIS OFFICE THE SIXTEENTH DAY OF NOVEMBER, A.D. 2005, AT 3:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2005.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4062154 8100D

AUTHENTICATION: 4307764

050942162

DATE: 11-18-05

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:15 PM 11/16/2005  
FILED 03:23 PM 11/16/2005  
SRV 050935291 - 4062154 FILE

**CERTIFICATE OF DOMESTICATION  
OF  
EVEREST NATIONAL INSURANCE COMPANY**

WHEREAS, Everest National Insurance Company ("Everest National") was incorporated in the State of Arizona on November 12, 1985 and has continued to actively conduct its business as an Arizona domiciled insurance corporation until November 30, 2005, the effective date of this certificate; and

WHEREAS, Everest National now desires to transfer its corporate domicile and its principal place of business from the State of Arizona to the State of Delaware and redomesticate in the State of Delaware, as a Delaware domiciled insurance corporation pursuant to 18 Del. C. §4946; and,

WHEREAS, the Insurance Departments of the States of Delaware and Arizona have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of Everest National from the State of Arizona to the State of Delaware; and

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Domestication and the attached Certificate of Incorporation, Everest National's current Certificate of Incorporation as amended in Arizona as of the date of the filing.

NOW, THEREFORE, Larry A. Frakes, the President and Dennis C. Burke, the Secretary of Everest National do hereby certify as follows:

1. Everest National was incorporated as a corporation in the State of Arizona on November 12, 1985.
2. The current name of the corporation is Everest National Insurance Company and this is the name set forth in its attached Certificate of Incorporation;
3. The corporation's domicile and principal place of business has been in the State of Arizona prior to filing this Certificate of Domestication, but will now be located within the State of Delaware after the filing of this Certificate.
4. Everest National shall be domesticated within the State of Delaware upon the effective date set forth in this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the corporation shall be deemed to have commenced on the date the corporation commenced its existence in the State of Arizona which was November 12, 1985.

5. The domestication of Everest National to Delaware shall not be deemed to affect any obligations or liabilities of the corporation incurred prior to this domestication.
6. The name and mailing address of the Incorporator is as follows:  
  
Dennis C. Burke  
477 Martinsville Road  
Liberty Corner, New Jersey 07938-0830
7. The effective date of this Certificate shall be the 30<sup>th</sup> day of November, 2005.

EVEREST NATIONAL  
INSURANCE COMPANY

By:   
Larry A. Frakes  
President

Attested by:

  
Secretary

Date: September, 16, 2005