



THE UNITED STATES
CORPORATION
COMPANY

P97000017825

ACCOUNT NO. : 072100000032

REFERENCE : 272103 4351650

AUTHORIZATION :

Patricia Parks

COST LIMIT : \$ 122.50

ORDER DATE : February 25, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 272103-005

CUSTOMER NO: 4351650

200002097422--4

CUSTOMER: Ms. Peggy Parks
LEBOEUF LAMB GREENE & MACRAE
LLP
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: AXA RE LATIN AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 FEB 25 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R.

FEB 26 1997

ARTICLES OF INCORPORATION
OF
AXA RE LATIN AMERICA, INC.

FILED
97 FEB 25 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is AXA Re Latin America, Inc.

ARTICLE II - ADDRESS

The address of the principal office of this Corporation is Suite 1700, 1200 Brickell Avenue, Miami, FL 33131, and the mailing address of this Corporation is Suite 1700, 1200 Brickell Avenue, Miami, FL 33131.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 2800, 50 North Laura Street, Jacksonville, FL 32202, and the name of its initial registered agent at such address is Thomas E. Gibbs.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be 3 and the name and address of each person who is to serve as a member thereof is:

Jean Marie Nessi
39 Rue du Colisee
Paris, France

Jean Paul Guillaumie
39 Rue du Colisee
Paris, France

Patrick Cerceau
Suite 1700
1200 Brickell Avenue
Miami, FL 33131

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Katharine A. Breitmoser at LeBoeuf, Lamb, Greene & MacRae, L.L.P., Suite 2800, 50 North Laura Street, Jacksonville, FL 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 1997.



Katharine A. Breitmoser
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AXA Re Latin America, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Thomas E. Gibbs, located at Suite 2800, 50 North Laura Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Kath O. Brit
Incorporator

February 24, 1997
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Thomas E. Gibbs hereby agrees to act in this capacity, and Thomas E. Gibbs further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her duties.

H E Gibbs

February 24, 1997
Date

FILED
97 FEB 25 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA