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CONTACT: JANIS ELDRIIDGE
PHONE: (904) 630-5384
(904) 353-1673

FAX #:

NAME: AXA RE LATIN AMERICA, INC.
AUDIT NUMBER.....H98000009669
DOC TYPE.....BASIC AMENDMENT
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Amendment

5/22/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

AXA RE LATIN AMERICA, INC.
1200 BRICKELL AVENUE
SUITE 1700
MIAMI, FL 33131

SUBJECT: AXA RE LATIN AMERICA, INC.
REF: P97000017825

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AXA RE LATIN AMERICA, INC.

FILED
MAY 22 PM 3:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The name of this Corporation is AXA RE Latin America, Inc.
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE III: CAPITAL STOCK

This Corporation is authorized to issue 50,000 shares of common stock, all of which shall be of the par value of \$1.00 per share."

3. The foregoing amendment was adopted pursuant to Section 607.1003(6), Florida Business Corporation Act, by the Written Consent to Resolutions by the Sole Shareholder of the Corporation on April 14, 1998

IN WITNESS WHEREOF, AXA RE Latin America, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its President this 14 day of April, 1998.

AXA RE LATIN AMERICA, INC.

By: 

Patrick Cerceau
President

I, the undersigned, Secretary of AXA RE Latin America, Inc. do hereby certify that Patrick Cerceau has been duly elected and this day is the President of said Corporation, and that the signature above is his genuine signature.

WITNESS, my hand this 18 day of May 1998.


Patrick Cerceau
Secretary

JK123834.1

Prepared By:
Katharine A. Breitmoser, Esq., Bar No. 096245
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202, (904) 354-8000

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