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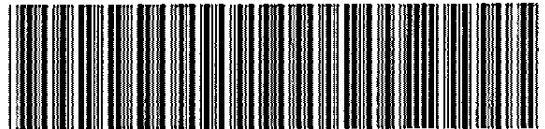
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G. Gonzalez MAY 14 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 649078 4336650
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 43.75

ORDER DATE : May 14, 2004
ORDER TIME : 11:28 AM
ORDER NO. : 649078-005
CUSTOMER NO: 4336650
CUSTOMER: Ms. Michelle E. Smith
Baker & McKenzie
Suite 1700
1111 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: AXA RE LATIN AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AXA RE LATIN AMERICA, INC.**

FILED
04 MAY 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is Axa Re Latin America, Inc. (the "Corporation").
2. In order to change the capital stock of the Corporation, Article VI of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:


ARTICLE VI – CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is 401,000 shares of common stock, \$1.00 par value per share.

3. This Amendment to the Amended and Restated Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.
4. The foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation was unanimously adopted by the Shareholder and the Board of Directors of the Corporation pursuant to a Unanimous Joint Written Consent on 30 April, 2004 and the number of votes cast for amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 30 day of April, 2004.

AXA RE LATIN AMERICA, INC.



Jorge Linero
President