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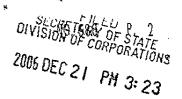
AXA RE LATIN AMERICA, INC.

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SECOND AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AXA RE LATIN AMERICA. INC.

State of Florida
Decement No.: P97000017825

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Second Amendment to the 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 name of the Corporation, Article 1 of the Amended and Respaced Articles of Incorporation of the Corporation is hereby amended in its emissive to read as follows:

ARTICLET

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The name of the corporation (the "Corporation") is: PARIS RE LATIN AMERICA, INC.

- This Second Amendment to the Amended and Restated Articles of Incorporation of the Corporation shall be effective Documber 21, 2005.
- 4. The foregoing Second Amendment to the Amended and Restated Articles of incorporation was unanimously adopted by the Shareholders of the Cuporation pursuant to a Unanimous Written Consent on <u>December</u> 197, 2006 and Stareholder vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment to the Amended and Restated Articles of Incorporation this 19— day of December 2006.

Names Jorge LINES:
Title: Chief Exception Differ

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UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING OF THE SOLE SHAREHOLDER OF AXA RE LATIN AMERICA, INC.

The undersigned, being the Sole Shareholder of AXA RE Latin America, lac., a Florida corporation (the "Corporation"), pursuant to the provisions of the laws of the State of Florida, does hereby consent that when the undersigned has executed this Consent, the resolutions set forth below shall be desired to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Corporation's shereholders, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, pursuent to the ICONE/PARIS RE transaction scheduled closing of December 21, 2006 (the "Closing Data") (the "Closing"), the Sole Shareholder will transfer 100% of the issued and ourstanding shares of the Corporation to PARIS RE, a French sociate amonyme incorporated under the number 433 195 096 RCS Paris having it's registered address at 39, the du Colisée, 75008 Paris, France, effective as of the Closing Date;

WHEREAS, effective as of the Closing, the Corporation will change its name to PARIS RE Lain America, Inc.:

WHEREAS, the Corporation's Sole Shareholder believes that it is in the best interests of the Corporation to amend the Corporation's Amended and Restated Articles of Incorporation (the "Articles") to change the name of the Corporation to Peris Re Latin America, Inc.;

NOW THEREFORE BE IT RESOLVED, that effective as of the Closing Date, the Sole Shareholder approves the transfer of 100% of the issued and outstanding shares (the "Common Stock") of the Corporation to PARIS RB.

FURTHER RESONVED, that the President and Socretary are authorized to issue 400,100 shares of Common Stock dated as of the Ciosing Date to PARIS RE and upon issuance, due execution and delivery of the stock certificate, such shares shall be validly issued, fully paid and non-assessable shares of the Corporation;

FURTHER RESOLVED, that the Sole Shareholder of the Corporation hereby authorizes, approves and ranifies an amendment to the Corporation's Amended and Restated Articles of incorporation to change the name of the Corporation to Paris Re Lania America, inc. effective as of the Closing Date.

FURTHER RESOLVED, that the form of Second Amendment to the Amended and Resusted Articles of incorporation attached hereto, be, and it hereby is, adopted, approved and radified in all respects by the Sole Shareholder of the Corporation, and that the Catef Executive Officer, the President or an officer of the Corporation be, and each of them hereby is, authorized, empowered and directed to execute the Second Amendment to the Amended and Restated Articles of incorporation and to promptly take any and all actions necessary or appropriate to cause the effectiveness thereof.

General Rabilication and Authorization

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such further notion, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he may deem appropriate in order to effect the purpose or intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by the officers and agents of the Corporation in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Corporation; and

FURTHER RESOLVED, that this instrument be, and hereby is, directed to be inserted in the minute book of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Ununimous Written Consent as of the 19 day of <u>Necrotabes</u>, 2006.

SOLE SHAREHOLDER:

and with

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