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

State of Florida
Document 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 Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE 1

NAME

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

3. This Second Amendment to the Amended and Restated Articles of Incorporation of the Corporation shall be effective December 21, 2006.

4. The foregoing Second Amendment to the Amended and Restated Articles of Incorporation was unanimously adopted by the Shareholders of the Corporation pursuant to a Unanimous Written Consent on December 19th, 2006 and Shareholder vote was sufficient for approval.

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



Name: Jorge LINARES
Title: Chief Executive Officer

MDADM500766.1

**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, Inc., 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 deemed 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 shareholders, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, pursuant to the ICONE/PARIS RE transaction scheduled closing of December 21, 2006 (the "Closing Date") (the "Closing"), the Sole Shareholder will transfer 100% of the issued and outstanding shares of the Corporation to PARIS RE, a French *société anonyme* incorporated under the number 433 195 096 RCS Paris having its registered address at 39, rue 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 Latin 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 Paris 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 RE.

FURTHER RESOLVED, that the President and Secretary are authorized to issue 400,100 shares of Common Stock dated as of the Closing 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 ratifies an amendment to the Corporation's Amended and Restated Articles of Incorporation to change the name of the Corporation to Paris Re Latin America, Inc. effective as of the Closing Date.

FURTHER RESOLVED, that the form of Second Amendment to the Amended and Restated Articles of Incorporation attached hereto, be, and it hereby is, adopted, approved and ratified in all respects by the Sole Shareholder of the Corporation, and that the Chief 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 Ratification 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 action, 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 Unanimous Written Consent as of the 19 day of December, 2006.

SOLE SHAREHOLDER:

AXARE

By: Miguel Peten Greenfield

As: CEO