



804922

LEGAL DEPARTMENT

XL Specialty Insurance Company
1450 East American Lane
20th Floor
Schaumburg, IL 60173
Tel: 800.394.3928
Tel: 847.517.2510
Fax: 847.517.2314
www.xlai.com

June 6, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300004397649--8
-06/11/01--01113--006
*****35.00 *****35.00

RE: Company Name Change

NAC Reinsurance Corporation, a New York Domestic Reinsurance Company, wishes to change its name to XL Reinsurance America Inc. Enclosed are the required documents to proceed with this process:

- Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida
- Certificate of Authority from state of incorporation
- Check in the amount of \$35.00

If there is any additional information that you require, please contact the undersigned.

Thank you for your prompt assistance with this matter.

Sincerely,

Kimberly L. Mellen
Legal Assistant
State Filing and Compliance

Enc.

FILED
01 JUN 28 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN JUN 29 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2001

KIMBERLY L. MELLEN
XL SPECIALTY INSURANCE COMPANY
1450 E. AMERICAN LANE, 20TH FLOOR
SCHAUMBURG, IL 60173

SUBJECT: NAC REINSURANCE CORPORATION
Ref. Number: 804922

We have received your document for NAC REINSURANCE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Teresa Brown
Corporate Specialist

Letter Number: 901A00037272



STATE FILING & COMPLIANCE

June 22, 2001

Teresa Brown
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Name Change
Ref. Number: 804922

Dear Ms. Brown:

Pursuant to your letter dated June 19, 2001, I have enclosed a certified copy of the amended Articles of Incorporation which state the amended name change from NAC Reinsurance Corporation to XL Reinsurance America Inc.

Thank you for your assistance with this matter. Should you have any questions regarding the foregoing, please feel free to contact me at 800/394-3909 extension 655.

Sincerely,

A handwritten signature in cursive script that reads 'Kim Mellen'.

Kim Mellen
Legal Assistant

Enclosures

**XL Specialty
Insurance Company**
1450 E. American Lane
Schaumburg, IL 60173
Tel: 800 394-3909
Fax: 847 517-2996
www.xlai.com

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
01 JUN 28 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. NAC Reinsurance Corporation
Name of corporation as it appears on the records of the Department of State.

2. New York 3. May 6, 1929
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 9, 2001

5. XL Reinsurance America Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

C. Fred Madsen
Signature

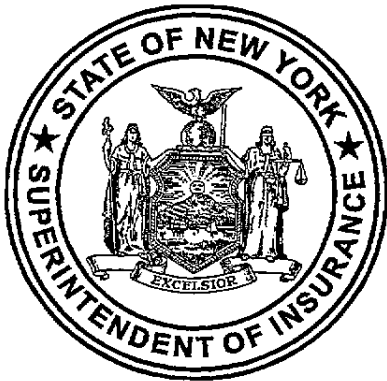
3/15/01
Date

C. Fred Madsen
Typed or printed name

President
Title

STATE OF NEW YORK
INSURANCE DEPARTMENT

It is hereby certified the annexed copy of Certificate of Amendment of the Certificate of Incorporation of NAC Reinsurance Corporation, of New York, New York, to change the name of the Corporation to XL Reinsurance America Inc., as approved by this Department January 9, 2001 pursuant to Section 1206 of the New York Insurance Law, **has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.**



In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
11th day of June, 2001.

Frank M. Dennis

Special Deputy Superintendent

Certificate of Amendment
of the
Certificate of Incorporation
of
NAC Reinsurance Corporation

Under Section 1206 of the New York Insurance Law and
Section 801 and 805 of the Business Corporation Law

The undersigned, being the Executive Vice President, General Counsel and Secretary of NAC Reinsurance Corporation, hereby certifies and sets forth:

- (1) The name of the Corporation is NAC Reinsurance Corporation. The Corporation was formed under the name North American Company for Property and Casualty Insurance.
- (2) The Certificate of Incorporation was filed with the Superintendent of Insurance of the State of New York on May 6, 1929.
- (3) The Certificate of Incorporation of NAC Reinsurance Corporation is hereby amended, effective as of January 16, 2001, to effect a change in the corporate name pursuant to Section 1206 of the New York Insurance Law and Sections 801(b)(1) and 805 of the New York Business Corporation Law.
- (4) Article I of the Certificate of Incorporation is hereby amended, effective January 16, 2001, to read as follows:

ARTICLE I

The name of this Corporation shall be XL Reinsurance America Inc.

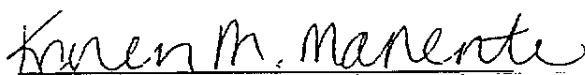
- (5) The manner in which this amendment to the Certificate of Incorporation of NAC Reinsurance Corporation was authorized was by the vote of the holder of all outstanding shares of said Corporation entitled to vote and a vote of the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed, signed and verified this Certificate of Amendment this 8th day of January, 2001.


Martha G. Bannerman

Sworn to before me

this 8th day of Jan, 2001.


Notary Public

KAREN M. MANENTE
NOTARY PUBLIC
MY COMMISSION EXPIRES AUG. 31, 2003