

FO6000002153

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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02/08/11--01028--014 **52.50

name change
Amend

2011 FEB 23 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*00789, 00524, 00671

ASR
2/24/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cardif Property and Casualty Insurance Company
Name of Corporation

DOCUMENT NUMBER: F06000002153

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ms. Shawn McFerrin
Name of Contact Person

Polsinelli Shughart PC
Firm/Company

700 W. 47th St., Ste. 1000
Address

Kansas City, MO 64112
City/State and Zip Code

smcferrin@polsinelli.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ms. Shawn McFerrin at (816) 572-4508
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 10, 2011

Ms. Shawn McFerrin
Polsinelli Shughart PC
700 W. 47th St, Ste 1000
Kansas City, MO 64112

SUBJECT: CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
Ref. Number: F06000002153

We have received your document for CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certified copy from Texas needs to evidence the name change. Also the "new" name of the corporation is a different name on our form then it is on the certified copy from Texas.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 411A00003574

RECEIVED

11 FEB 23 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Ms. Shawn McFerrin
(816) 572-4508
smcferrin@polsinelli.com

700 W 47th Street, Suite 1000
Kansas City, Missouri 64112
(816) 753-1000
Facsimile: (816) 753-1536

February 22, 2011

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
Attn: Annette Ramsey, Regulatory Specialist II
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Application By Foreign Profit Corporation to File Amendment to Application for
Authorization to Transact Business in Florida for
Cardif Property and Casualty Insurance Company
n/k/a Financial American Property and Casualty Insurance Company
Ref. Number F06000002153**

Dear Madam/Sir:

In response to your correspondence dated February 10, 2011 (copy enclosed) regarding Cardif Property and Casualty Insurance Company, Ref. Number F06000002153, we have enclosed the following documents to change the name on file for Cardif Property and Casualty Insurance Company to Financial American Property and Casualty Insurance Company:

1. Originally signed Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida,
2. Certified copy the Amendment to the Articles of Incorporation and Certificate of Authority Changing Name to Financial American Property and Casualty Insurance Company from the Texas Department of Insurance showing the name change.

The \$52.50 required filing fee has already been submitted to your Division.

If you have any questions or require any additional information or documentation, please do not hesitate to contact either Robert B. Sullivan by telephone at (816) 360-4151 or by email at rsullivan@polsinelli.com, or me at the contact information referenced above.

Very truly yours,

A handwritten signature in black ink, appearing to read "Shawn", with a long horizontal flourish extending to the right.

Ms. Shawn McFerrin
Paralegal

Enclosures

PLAZA-SEMCF-1925664.1

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.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000002153

(Document number of corporation (if known))

FILED
2011 FEB 23 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Cardif Property and Casualty Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Texas 3. 4/4/2006
(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? 10/20/2010

5. Financial American Property and Casualty Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Donna J. Marakas

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

SEE SIGN HERE

Donna J. Marakas
(Typed or printed name of person signing)

Secretary
(Title of person signing)



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

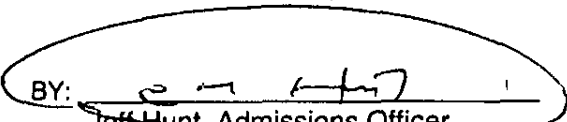
Amended and Restated Articles of Incorporation and all Amendments for FINANCIAL AMERICAN PROPERTY AND CASUALTY COMPANY, Kerrville, Texas, consisting of thirteen (13) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 2nd day of December 2010.



MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY:


Jeff Hunt, Admissions Officer

Company Licensing & Registration Division
Order No. 07-0989

No. **10-0921**

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: **OCT 20 2010**

Subject Considered:

CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
Kerrville, Texas
TDI No. 07-43070

AMENDMENT TO THE ARTICLES OF INCORPORATION
AND CERTIFICATE OF AUTHORITY CHANGING NAME TO
FINANCIAL AMERICAN PROPERTY AND CASUALTY COMPANY

General remarks and official action taken:

On this day, the Commissioner of Insurance considered the application of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, Kerrville, Texas, for approval of an amendment to its Articles of Incorporation, changing its name from CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY to FINANCIAL AMERICAN PROPERTY AND CASUALTY INSURANCE COMPANY and for an amended Certificate of Authority evidencing such name change. Since the amendment to the Articles of Incorporation involves only a change of name, a hearing is not required by law.

CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY submitted the application to amend its Articles of Incorporation and its Certificate of Authority to change its name to FINANCIAL AMERICAN PROPERTY AND CASUALTY INSURANCE COMPANY pursuant to TEX. INS. CODE § 822.155. CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY has submitted evidence to staff of the Texas Department of Insurance that the name FINANCIAL AMERICAN PROPERTY AND CASUALTY INSURANCE COMPANY is not so similar to that of any other insurance company as to be likely to mislead the public, in compliance with TEX. INS. CODE § 822.053. Staff, therefore, recommends approval of the application.

IT IS THEREFORE ORDERED by the Commissioner of Insurance that the amendment to the Articles of Incorporation and Certificate of Authority of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, changing its name to FINANCIAL AMERICAN PROPERTY AND CASUALTY INSURANCE COMPANY be, and is hereby approved.

10-0921

COMMISSIONER'S ORDER
CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
PAGE 2 OF 2 PAGES

IT IS FURTHER ORDERED that Certificate of Authority No. 13946, dated October 28, 2005, issued to CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, Kerrville, Texas, should be, and is hereby canceled, and that an amended Certificate of Authority be issued concurrently to FINANCIAL AMERICAN PROPERTY AND CASUALTY INSURANCE COMPANY, Kerrville, Texas.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY: Godwin Ohaechesi
Godwin Ohaechesi, Director
Company Licensing & Registration
Order 07-0989

Recommended by:

Lara Mitchell
Lara Mitchell, Insurance Specialist
Company Licensing & Registration

Reviewed by:

Janice Roybal Salinas
Janice Roybal Salinas, Staff Attorney
Financial Counsel Section
Legal & Regulatory Affairs Division

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY

The undersigned, Cardif Property and Casualty Insurance Company, a Texas stock insurance corporation (the "Corporation"), for the purpose of amending the Amended and Restated Articles of Incorporation of the Corporation does hereby make and execute this Certificate of Amendment of the Amended and Restated Articles of Incorporation and does hereby certify that:

1. The name of the Corporation is: Cardif Property and Casualty Insurance Company
2. Article One of the Amended and Restated Articles of Incorporation is amended as follows:

The name of the corporation is: Financial American Property and Casualty Insurance Company

3. The amendment to the Amended and Restated Articles of Incorporation was adopted by the Corporation's sole shareholder on August 20, 2010.
4. The number of shares of the Corporation outstanding and entitled to vote at the time of the adoption of the amendment was 50,000. The number of shares that voted for the amendment was 50,000.

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the Corporation to execute the filing instrument.

Executed on the 20th day of August, 2010.

Cardif Property and Casualty Insurance Company

By: _____

Name: Michael J. Casale, President

No. **08-0605**

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: JUL 07 2008

Subject Considered:

CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
Kerrville, Texas
TDI No. 07-43070

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION
CONSENT ORDER

General remarks and official action taken:

On this day, the Commissioner of Insurance considered the application of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, Kerrville, Texas, hereinafter referred to as "APPLICANT", for approval of the Amendment and Restatement of its Articles of Incorporation, pursuant to TEX. INS. CODE ANN. §822.155 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04.

Staff for the Texas Department of Insurance and the duly authorized representative of APPLICANT, have consented to the entry of this order as evidenced by the signature hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. §36.104, TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. §§36.201 - 36.205 and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the respective signature of the duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

08-0605

COMMISSIONER'S ORDER
CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
PAGE 2 of 5

FINDINGS OF FACT

Based on the information provided to and reviewed by staff of the Texas Department of Insurance, the Commissioner of Insurance makes the following findings of fact:

1. APPLICANT is a domestic stock property and casualty insurance company duly licensed in the State of Texas pursuant to the provisions of Chapters 822 and 861 of the Texas Insurance Code.
2. APPLICANT has submitted documents evidencing action taken by the Board of Directors and Sole Shareholder of APPLICANT authorizing the proposed Amendment and Restatement of the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. §822.155 and TEX. BUS. CORP. ACT arts. 4.02 and 4.04.
3. As a result of the Amendment and Restatement of the Articles of Incorporation, APPLICANT will change the name of its registered agent to Legal Registered Agent Services, Inc.
4. The proposed capital and surplus of the APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock property and casualty insurance company.
5. In signing this Order, APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
6. In signing this Order, APPLICANT represents to the Commissioner of Insurance that it is acting in good faith.

CONCLUSIONS OF LAW

Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. §822.155.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. §36.104 and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of

08-0605

COMMISSIONER'S ORDER
CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
PAGE 3 of 5

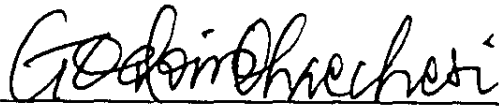
Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. §§36.201 - 36.205.

4. APPLICANT has submitted documents showing action taken by the Board of Directors and the Sole Shareholder of APPLICANT authorizing the proposed Amendment and Restatement as required and permitted by TEX. INS. CODE ANN. §822.155 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04.
5. The proposed Amendment and Restatement of the Articles of Incorporation of APPLICANT is properly supported by the required documents.

THEREFORE, the Commissioner of Insurance ORDERS that the application for approval of the Amendment and Restatement of the Articles of Incorporation of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, Kerrville, Texas, the changing the name of its registered agent to Legal Registered Agent Services, Inc., be and is hereby approved.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

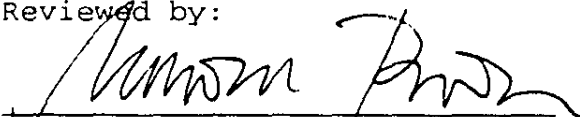
BY:


Godwin Ohaechesi, Director
Company Licensing & Registration
Commissioner's Order 07-0989

Recommended by:


Christopher Osuna, Insurance Specialist
Company Licensing & Registration

Reviewed by:


Monica L. Piñon, Staff Attorney
Financial Counsel Section
Legal Services Division

08-0605

COMMISSIONER'S ORDER

CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY

PAGE 4 of 5

Agreed and consented to this 30th day of June 2008:

CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY

A handwritten signature in black ink, appearing to read "Michael J. Casale", is written over a horizontal line.

(printed name) Michael J. Casale

Title: President and Chief Operating Officer

08-0605

COMMISSIONER'S ORDER
CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY
PAGE 5 of 5

STATE OF FLORIDA §
 §
COUNTY OF MIAMI-DADE §

AFFIDAVIT

BEFORE ME, the undersigned notary public, personally appeared
Michael J. Casale and stated the following after being sworn:

1. "My name is Michael J. Casale. I am of sound mind, am capable of making this statement, and am personally acquainted with the facts stated herein.
2. "I am the President and Chief Operating Officer of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, which is licensed in the State of Texas. As an officer of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY, I am authorized to make this statement and I agree to and execute this Consent Order on behalf of CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY.
3. "CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY agrees with and consents to the issuance and service of the foregoing Consent Order to be entered by the Commissioner of Insurance for the State of Texas."

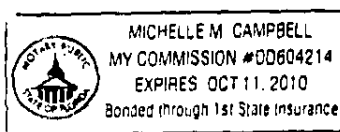


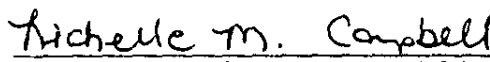
Signature
Michael J. Casale

Printed Name
President and Chief Operating Officer

Title

SWORN TO AND SUBSCRIBED before me, the undersigned authority, by
Michael J. Casale, President + COO of CARDIF PROPERTY AND CASUALTY
INSURANCE COMPANY, on this 30th day of June 2008.





Signature of Notary Public
Michelle M. Campbell

Printed Name of Notary Public
Notary Public in and for the State of
Florida

My Commission Expires:

10/11/2010

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CARDIF PROPERTY AND CASUALTY INSURANCE COMPANY)

ARTICLE ONE

The name of the Corporation is Cardif Property and Casualty Insurance Company (the "Corporation").

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The locality of the statutory home office of the Corporation is in Kerrville, Texas. The locality of the principal administrative office of the Corporation is the City of Miami, State of Florida.

ARTICLE FOUR

The purposes for which the Corporation is organized are:

- (a) To engage in the business of insurance of the kinds set forth in Article Five hereof;
- (b) To issue policies for all kinds of insurance set forth in Article Five hereof, except as prohibited by law;
- (c) To engage in any other business permitted by law for a corporation engaged in the business of insurance of the kinds set forth in Article Five hereof; and
- (d) To have and exercise all rights and powers that are implied or from time to time granted by law to a corporation engaged in the business of insurance of the kinds set forth in Article Five hereof.

ARTICLE FIVE

The Corporation proposes to engage in the following kinds of insurance business:

- (a) Fire insurance and its allied lines, including windstorm, and inland and ocean marine insurance and allied lines;

- (b) Guaranty, fidelity and surety insurance;
- (c) All kinds of general casualty insurance, including, but not limited to, insurance against:
 - (1) Bodily injury, disablement or death resulting from accident and disablement resulting from disease;
 - (2) Loss or damage resulting from accident to or injury sustained by an employee or other person for which accident or injury the insured is liable, including liability under workers' compensation laws;
 - (3) Loss or damage by burglary, theft or housebreaking;
 - (4) Glass breakage
 - (5) Loss from injury to person or property which results accidentally from steam boilers, elevators, electrical devices, engines and all machinery and appliances used in connection therewith or operated thereby, including insurance for boilers, elevators, electrical devices, engines, machinery and appliances;
 - (6) Loss or damage by water to any goods or premises arising from the breakage or leakage of sprinklers and water pipes;
 - (7) Loss resulting from accidental damage to automobiles or caused accidentally by automobiles;
 - (8) Loss or damage resulting from accident to or injury suffered by any person, for which loss and damage the insured is liable;
 - (9) Loss or damage to those matters which are made the subject of marine insurance as defined or may be defined by the laws of the State of Texas; and
 - (10) Any other casualty or insurance risk which may be lawfully made the subject of insurance by virtue of the laws of the State of Texas except life insurance.

ARTICLE SIX

The aggregate number of shares which the Corporation shall have authority to issue is Fifty Thousand (50,000) of the par value of Sixty Dollar (\$60.00) each, for a total authorized capital of Three Million Dollars (\$3,000,000). At least fifty percent (50%) of the authorized shares of capital stock will be issued and outstanding at all times. Each share of capital stock of the Corporation shall be equal in all respects as to other shares. All shares of capital stock shall be fully paid.

The amount of the Corporation's capital stock is Three Million Dollars (\$3,000,000), and the amount of the Corporation's surplus is Five Hundred Thousand Dollars (\$500,000). Five Hundred Thousand Dollars (\$500,000) of the Corporation's capital and Five Hundred Thousands (\$500,000) of the Corporations's surplus are in cash at the time of incorporation.

The Corporation shall maintain capital in an amount of at least One Million Dollars (\$1,000,000) and surplus in an amount of at least One Million Dollars (\$1,000,000) at all times.

ARTICLE SEVEN

The address of its registered office is 1614 Sidney Baker Street, Kerrville, Texas 78028-2640, and the name of its registered agent at such address is Legal Registered Agent Services, Inc.

ARTICLE EIGHT

The authorized number of directors of the Corporation shall be ten (10), but this number may be increased or decreased from time to time as set forth in the Amended and Restated Bylaws, but the authorized number shall never be less than seven (7). Directors shall be elected at the annual meeting of the shareholders which will be held prior to May 1 of each year. The Directors shall be elected by the shareholders qualified to vote and shall hold office until a successor is elected and qualified, or until his earlier death, resignation or removal from office as provided in the Amended and Restated Bylaws of the Corporation.

The Board of Directors of the Corporation must keep a full and complete record of all Board transactions. The Board of Directors shall elect a director to serve as the president and shall elect all other officers as provided in the Bylaws.

The names and addresses of the persons who are to serve as directors until a successor is elected and qualified, or until his earlier death, resignation or removal from office as provided in the Amended and Restated Bylaws of the Corporation, are:

Manuel J. Millor

Michael J. Casale

Kenneth W. Furlow

Cynthia J. Starrett

Michael D. Ginsberg

Christopher Alfaras

Vincent G. Manning

All the directors are at the following corporate address:

14000 Southwest 119th Avenue Suite 207, Miami, Florida 33186

ARTICLE NINE

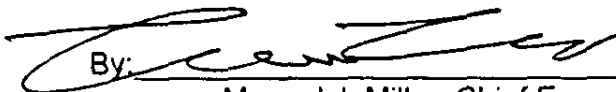
The Amended and Restated Articles of Incorporation correctly set forth, without change, the corresponding provisions of the Articles of Incorporation as heretofore amended. The Amended and Restated Articles of Incorporation, together with the designated amendments, supersede the original Articles of Incorporation and all amendments thereto.

All of the amendments to the original Articles of Incorporation have been affected in conformity with the provisions of the Texas Business Corporation Act and all other laws of the State of Texas.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, Cardif Property and Casualty Insurance Company has caused these Amended and Restated Articles of Incorporation to be executed in its name by its Chief Executive Officer and attested by its President on this 12th day of February, 2008.

Cardif Property and Casualty Insurance Company

By: 
Manuel J. Millor, Chief Executive Officer

ATTEST:


Michael J. Casale, President

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I Michelle M. Campbell, a Notary Public for said state and county, do hereby certify that on the 12th day of February 2008, Manuel J. Millor and Michael J. Casale personally appeared before me and, being first duly sworn, acknowledged that they executed the foregoing Amended and Restated Articles of Incorporation of Cardif Property and Casualty Insurance Company in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Michelle M. Campbell, Notary Public

My commission expires 10/11/2010.

