



AmTrust North America
An AmTrust Financial Company

March 20, 2014

**Re: CNH Capital Insurance Agency Inc.
NAME CHANGE TO: CNH Industrial Insurance Agency Inc.**

Dear Sir or Madam,

On February 21, 2014, CNH Capital Insurance Agency Inc. changed its name with its domicile state of Delaware to **CNH Industrial Insurance Agency Inc.**

Please find enclosed information required to effect this change within your records.

Should you have any questions or comments, please contact the undersigned.

Very truly,

Janie V. Clark
Legal and Compliance Counsel

Phone: (216) 328-6224
Fax: (216) 328-6447
Email: janie.clark@amtrustgroup.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CNH CAPITAL INSURANCE AGENCY INC.
Name of Corporation

DOCUMENT NUMBER: F09000003441

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JANIE V. CLARK

Name of Contact Person

AMTRUST NORTH AMERICA, INC.

Firm/Company

800 SUPERIOR AVE. E. 21ST FLR

Address

CLEVELAND, OH 44114

City/State and Zip Code

REGULATORYCOMPLIANCE@AMTRUSTGROUP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JANIE V. CLARK

Name of Contact Person

at (**216**) **328-6224**

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

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)

F09000003441

(Document number of corporation (if known))

1. CNH CAPITAL INSURANCE AGENCY INC.

(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE

(Incorporated under laws of)

3. 08/28/2009

(Date authorized to do business in Florida)

APPROVED AND FILED
14 MAR 24 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, 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? 02/21/2014

5. CNH INDUSTRIAL INSURANCE AGENCY, 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)

(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.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(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.



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

JANIE V. CLARK

(Typed or printed name of person signing)

ASSISTANT SECRETARY

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNH CAPITAL INSURANCE AGENCY INC.", CHANGING ITS NAME FROM "CNH CAPITAL INSURANCE AGENCY INC." TO "CNH INDUSTRIAL INSURANCE AGENCY, INC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2014, AT 4:14 O'CLOCK P.M.

2678061 8100

140357450

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1224642

DATE: 03-20-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:24 PM 02/21/2014
FILED 04:14 PM 02/21/2014
SRV 140218237 - 2678061 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

CNH Capital Insurance Agency, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. That the Board of Directors (the "Board") of the Corporation, by the unanimous written consent of its members dated February 10, 2014, in accordance with the provisions of Section 242 of the General filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board hereby declares it advisable to further amend the Certificate of Incorporation of the Corporation effective on the date of filing a Certificate of Amendment of Certificate of Incorporation with the Office of the Secretary of State of the State of Delaware, to change the name of the Corporation to "CNH Industrial Insurance Agency, Inc." and, for that purpose, to amend Article First thereof to read as follows:

"FIRST. The name of the Corporation is:

CNH Industrial Insurance Agency, Inc."

FURTHER RESOLVED, that the aforesaid proposed amendment to the Certificate of Incorporation be presented to and acted upon by the sole shareholder of the Corporation by written consent thereof in lieu of an annual or special meeting called for this purpose.

2. That in lieu of a meeting and vote of shareholders, the sole shareholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.
3. That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
4. That the amendment shall be effective on the date of filing of this Certificate of Amendment of Certificate of Incorporation with the Office of the Secretary of State of Delaware.

IN WITNESS WHEREOF, CNH Capital Insurance Agency, Inc. has caused this certificate to be signed by Janie V. Clark, its Assistant Secretary, on this 18th day of February, 2014.



Janie V. Clark, Assistant Secretary