

F31702

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

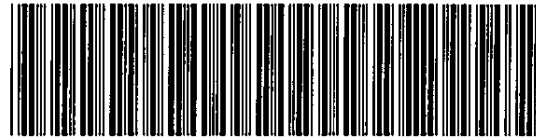
(Business Entity Name)

(Document Number)

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*Amend
Taxes*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE MAIN STREET AMERICA GROUP

NGM Insurance Company • Old Dominion Insurance Company
Main Street America Assurance Company • MSA Insurance Company
Information Systems and Services Corporation



William C. McKenna
Vice President and Assistant Secretary
NGM Insurance Company

August 2, 2007

VIA OVERNIGHT MAIL

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

Re: Old Dominion Insurance Company
Articles of Amendment
Document Number F 31702

Dear Sir/Madam:

Enclosed for filing are the Articles of Amendment for Old Dominion Insurance Company which have been reviewed and approved by the Florida Office of Insurance Regulation. A copy of the Florida Office of Insurance Regulation approval letter is also enclosed.

After you have entered this Amendment to the Old Dominion existing Articles of Incorporation, I would ask that you forward ten (10) certified copies of the Articles of Incorporation with all Amendments to me.

William C. McKenna
The Main Street America Group
4601 Touchton Road East, Suite 3400
Jacksonville, FL 32246-4486

Enclosed is our company check in the amount of \$122.50, which includes the \$35.00 filing fee and the \$87.50 charge for the ten (10) certified copies. (For your convenience, enclosed are ten copies of the above-mentioned approved Articles of Amendment.)

If you have any questions, please call me at 1-800-207-0391. Thank you for your assistance.

Very truly yours,

William C. McKenna
Assistant Secretary
Old Dominion Insurance Company

WCM/acc

Enclosures

Home Office

4601 Touchton Road East, Suite 3400, Jacksonville, FL 32246-4486 • (800) 207-0446



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

FINANCIAL SERVICES
COMMISSION

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

July 18, 2007

Mr. William C. McKenna
Assistant Secretary
Old Dominion Insurance Company
4601 Touchton Road East, Suite 3400
Jacksonville, FL 32246-4486

Re: Old Dominion Insurance Company
Articles of Incorporation

Dear Mr. McKenna,

Enclosed please find the Approved Articles of Incorporation to be submitted to the Florida Department of State. After the Articles have been stamped "Approved" by the Department of State, please return one original to me for Office records.

Thank you.

Sincerely,

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
OLD DOMINION INSURANCE COMPANY**

APPROVED

JUL 10 2007

Docketed by:

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Old Dominion Insurance Company, a Florida corporation (the "Corporation") hereby adopts the following amendment to its Articles of Incorporation:

1. The name of the Corporation is Old Dominion Insurance Company.
2. Article IV of the Articles of Incorporation of Old Dominion Insurance Company is hereby amended to read:

**ARTICLE IV
Capital Stock**

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is 2,500,000 shares with a par value of One Dollar and Fifty Cents (\$1.50) each.

All authorized shares of par value stock shall be issued only for a consideration having a value in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued, and any and all shares so issued for not less than the consideration so prescribed affixed by the Board of Directors shall be fully paid and non-assessable.

This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this corporation in the following respects:

- (a) The transferability or assignment of such stock;
- (b) The preemptive right of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer, or assignment;
- (c) The redemption or purchase of such stock by the corporation; and
- (d) The sale, pledge and involuntary or voluntary transfer of such stock.

This corporation and its stockholders may enter into any agreement imposing reasonable restraints upon the transfer, alienation or voting of the shares of stock in the corporation. Such agreements may be between the corporation and the stockholders or between the stockholders themselves, in whole or in part, without the corporation. However, such agreements shall be stated or referred to upon the certificates of stock, and the corporation, whether or not an actual party to the agreement, will not, when properly

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notified, transfer on its books any shares of stock of the corporation issued to and held by parties to such agreements until adequate proof of compliance with the agreement be furnished to the corporation. The stock of this corporation shall carry with it no preemptive rights.

3. In accordance with Section 607.1003 of the Act, the foregoing amendment was adopted by the Board of Directors of the Corporation at a meeting of the Board of Directors of the Corporation at which a quorum was present, held on June 8, 2007, and was recommended to the sole shareholder of the Corporation by the Board of Directors for a vote.

4. In accordance with Section 607.1003 of the Act, the foregoing amendment was adopted by the sole shareholder of the Corporation, pursuant to a written consent in lieu of a meeting dated June 8, 2007. The number of votes cast for the amendment by the shareholder was sufficient for approval of the amendment.

IN WITNESS WHEREOF the undersigned President and Assistant Secretary of this Corporation have executed these Articles of Amendment this 11th day of June 2007.

OLD DOMINION INSURANCE COMPANY

By: Joseph L. Grauwiler
Name: Joseph L. Grauwiler
Title: President

By: William C. McKenna
Name: William C. McKenna
Title: Assistant Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Joseph L. Grauwiler and William C. McKenna respectively, the President and Assistant Secretary of Old Dominion Insurance Company, a corporation under the laws of the State of Florida, to me well known to be the individuals and officers described in and who executed the foregoing instrument and severally acknowledged the execution thereof to be their own free act and deed as such officers thereunto duly authorized.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11th day of June, 2007.

Susan L. Hatch
Notary Public, State of Florida at Large
My Commission expires:

