

F05000003499

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MAIL

(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR 27 PM 2:47

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@ 3/27/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: VICTORIA INSURANCE COMPANY
(Name of Corporation)

DOCUMENT NUMBER: F05000003499

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

AUGUSTINE O. IGWE
(Name of Contact Person)

KAUFMAN PAYTON & CHAPA
(Firm/Company)

30833 NORTHWESTERN HWY SUITE 200
(Address)

FARMINGTON HILLS MICHIGAN 48334
(City/State and Zip Code)

For further information concerning this matter, please call:

AUGUSTINE O. IGWE at (248) 626-3639
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

March 18, 2009

AUGUSTINE O. IGWE
KAUFMAN PAYTON & CHAPA
30833 NORTHWESTERN HWY - STE. 200
FARMINGTON HILLS, MI 48334

SUBJECT: VICTORIA INSURANCE COMPANY
Ref. Number: F05000003499

We have received your document for VICTORIA INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 009A00009205

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)

F05000003499

(Document number of corporation (if known))

1. VICTORIA INSURANCE COMPANY

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

2. TEXAS

(Incorporated under laws of)

3. 06/15/2005

(Date authorized to do business in Florida)

FILED STATE
SECRETARY OF CORPORATIONS
09 MAR 27 PM 2:47

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 2, 2009

5. CRANBROOK 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.

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

MICHAEL O. MARTIN

(Typed or printed name of person signing)

TREASURER

(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.

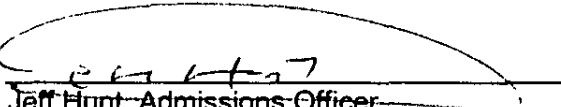
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department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

Amendment to the Articles of Incorporation concerning the name change from VICTORIA INSURANCE COMPANY, Arlington, Texas, to CRANBROOK INSURANCE COMPANY, Arlington, Texas altogether consisting of four (04) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 23rd day of January 2009.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY:


~~Jeff Hunt, Admissions Officer~~
Company Licensing & Registration Division
Order No. 07-0989

No. **09-0002**

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

Date: JAN 02 2009

Subject Considered:

VICTORIA INSURANCE COMPANY
Arlington, Texas
TDI No. 07-05811

AMENDMENT TO THE ARTICLES OF INCORPORATION

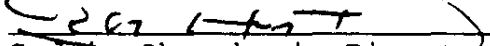
General remarks and official action taken:

On this day the Commissioner of Insurance considered the application of VICTORIA INSURANCE COMPANY, Arlington, Texas, for approval of an amendment to the Articles of Incorporation changing its name from VICTORIA INSURANCE COMPANY to CRANBROOK INSURANCE COMPANY and for a Certificate of Authority evidencing such change.

VICTORIA INSURANCE COMPANY has submitted documentation evidencing action taken to amend the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. §§801.051 - 801.053 and §822.155. The amendment is properly supported by the required documents, which evidence that the name CRANBROOK INSURANCE COMPANY is not so similar to that of any other insurance company as to be likely to mislead the public.

THEREFORE, based upon the evidence submitted, the Commissioner of Insurance hereby orders that the amendment to the Articles of Incorporation be and is hereby approved. It is further ORDERED that Certificate of Authority No. 14355, dated June 15, 2007, issued to VICTORIA INSURANCE COMPANY, Arlington, Texas, be and is hereby canceled, and that an amended Certificate of Authority be concurrently issued to CRANBROOK INSURANCE COMPANY, Arlington, Texas.

MIKE GEESLIN
COMMISSIONER OF INSURANCE

BY: 
Godwin Chaechehi, Director
Company Licensing & Registration
Commissioner's Order 07-0989

09-0002

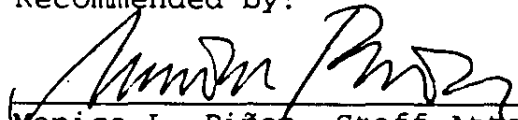
COMMISSIONER'S ORDER
VICTORIA INSURANCE COMPANY
PAGE 2 of 2

Recommended by:



Loretta Calderon, Insurance Specialist
Company Licensing & Registration

Recommended by:



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

FIFTH
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VICTORIA INSURANCE COMPANY

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act and Section 822.155 of the Insurance Code of Texas, Victoria Insurance Company (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The Corporation's sole shareholder adopted the following amendments to the Articles of Incorporation of the Corporation on the 16th day of September 2008. This amendment changes the name of the Corporation from Victoria Insurance Company to Cranbrook Insurance Company.

The Corporation amends Article I of its Articles of Incorporation to read as follows:

"ARTICLE I

NAME

The name of the Corporation is Cranbrook Insurance Company."

ARTICLE TWO

Two Million (2,000,000) shares of common stock, of \$2.25 par value per share, of the Corporation were outstanding, entitled to vote, and voted for, the adoption of these Articles of Amendment.

ARTICLE THREE

The sole corporate shareholder of the Corporation voted one hundred percent (100%) of the Corporation's issued and outstanding shares of stock, for the adoption and approval of these Articles of Amendment at a meeting of its board of directors, which was held on September 16, 2008.

DATED: October 3, 2008.

VICTORIA INSURANCE COMPANY

Daniel T. Muldowney
Daniel T. Muldowney, President

Marilyn Ann Heckel
Marilyn Ann Heckel, Secretary

STATE OF MICHIGAN

COUNTY OF OAKLAND

Before me, a notary public, on this day personally appeared Daniel T. Muldowney and Marilyn A. Heckel, President and Secretary, respectively, of Victoria Insurance Company, who are known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 3rd day of October 2008.

Shawn D. Courtney
Notary Public, State of Michigan
My commission expires:

