

# F070000003514

(Requestor's Name)

(Address)

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(Business Entity Name)

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

07 OCT 25 PM 4:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend date correct  
in # 4 (38)

Name  
change

SP

RADEY I THOMAS I YON I CLARK

Attorneys & Counselors at Law

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October 25, 2007

**VIA HAND DELIVERY**

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

SUBJECT: American Central Insurance Company  
Document Number: F07000003514

Dear Sir or Madam:

Please find enclosed one (1) original and (1) copy of the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. American Central Insurance Company will now be known as Essentia Insurance Company. I have also included documentation from Essentia's state of domicile reflecting this name change.

Enclosed is our check made payable to the Florida Department of State for \$52.50 for the applicable filing fee, certificate of status, and certified copy of the amendment.

If we are unable to wait at your office while this request is processed, please contact me at 425-6679 when the documents are ready to be picked up. Thank you for your time and assistance.

Sincerely,



Bert L. Combs

**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)**

F07000003514

(Document number of corporation (if known))

1. American Central Insurance Company

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

2. Missouri

(Incorporated under laws of)

3. July 11, 2007

(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? September 27, 2007

5. Essentia 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)

(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

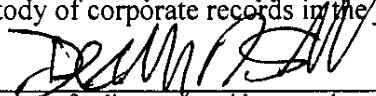
(New duration)

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.

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

Dennis R. Smith

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED  
07 OCT 25 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Essentia Insurance Company  
(Name of Corporation)

**DOCUMENT NUMBER:** F07000003514

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bert L. Combs  
(Name of Contact Person)

Radey, Thomas, Yon & Clark, P.A.  
(Firm/Company)

301 South Bronough Street, Suite 200  
(Address)

Tallahassee, FL 32301  
(City/State and Zip Code)

For further information concerning this matter, please call:

Bert L. Combs at ( 850 ) 425-6654  
(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 type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" 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



I00209956

**CERTIFICATE OF CORPORATE RECORDS**

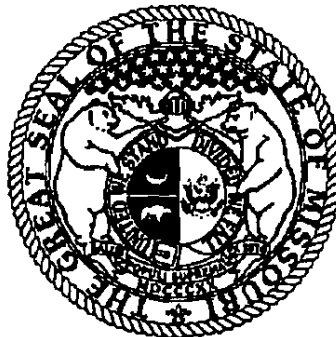
**ESSENTIA INSURANCE COMPANY**

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 10th day of October, 2007



Secretary of State



File Number:  
100209956  
Date Filed: 05/24/2007  
Robin Carnahan  
Secretary of State

**CERTIFICATE OF AMENDMENT OF ARTICLES**

(to be executed in triplicate)

We, the undersigned president or vice president and secretary or assistant secretary, on our oaths swear and certify to the truth of the following statements:

(1) NAME OF THE INSURANCE COMPANY: American Central Insurance Company

IF THE NAME OF THE INSURANCE COMPANY CHANGED AS A RESULT OF THIS AMENDMENT, THE NAME OF THE INSURANCE COMPANY IMMEDIATELY BEFORE THIS AMENDMENT WAS \_\_\_\_\_

(2) THE DATE OF THE ADOPTION OF THE AMENDMENT BY THE SHAREHOLDERS, MEMBERS OR OTHER GROUP OF PERSONS ENTITLED TO VOTE ON THE AMENDMENT: April 9, 2007

(3) THE AMENDMENT ADOPTED (attach additional pages if necessary):

The Articles of Incorporation are amended to change the principal place of business of the corporation, and to change the registered agent of the corporation at the corporation's registered office in Missouri. To effect such changes, Article II of the Articles of Incorporation is amended to read in its entirety as follows:

The principal place of business shall be One Beacon Lane, Canton, Massachusetts 02021, and its registered office and principal place of business in Missouri shall be 40 West Office Building, 14567 North Outer 40, Chesterfield, Missouri 63017. The name of its agent at such address in Missouri shall be James W. Harrison.

The Articles of Incorporation are also amended to increase the authorized number of shares of the corporation's common stock from 25,000 to 60,000. To effect such change, the first paragraph of Article IV of the Articles of Incorporation is amended to read in its entirety as follows:

The aggregate number of shares which the corporation is authorized to issue is Sixty Thousand (60,000) shares of common stock of a par value of One Hundred Dollars (\$100.00) each.

(4) THE NUMBER OF SHARES, MEMBERS, OR OTHER GROUP OF PERSONS ENTITLED TO VOTE, OR IF A MUTUAL, THE NUMBER OF THE MEMBERS PRESENT EITHER IN PERSON OR BY PROXY ENTITLED TO VOTE: 25,000 shares

(5) THE NUMBER OF SHARES, MEMBERS OR OTHER GROUP OF PERSONS THAT VOTED FOR AND AGAINST SAID AMENDMENT RESPECTIVELY: For: 25,000 Against: None

State of Missouri  
Amend/Restate - Other 2 Page(s)



T0714406710

(6) IF THE AMENDMENT EFFECTS A CHANGE IN THE NUMBER OR PAR VALUE OF AUTHORIZED SHARES, THEN A STATEMENT SHOWING THE NUMBER OF SHARES AND PAR VALUE THEREOF PREVIOUSLY AUTHORIZED: 25,000

PLACE CORPORATE SEAL HERE  
(If no corporate seal, state "none".)

  
Senior Vice President

  
Secretary

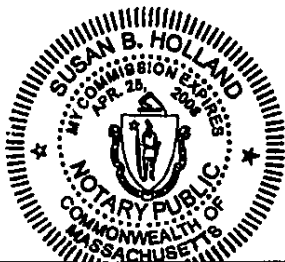
Commonwealth of Massachusetts

ss

County of Norfolk

Subscribed and sworn to before me this 19th day of April, 2007.

NOTARIAL SEAL



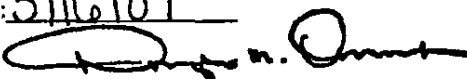
  
NOTARY PUBLIC

My Commission expires 4/25/2008

**CERTIFICATE OF AMENDMENT OF THE DIRECTOR OF INSURANCE**  
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Amendment of Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the amendment, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed, and Official Seal Affixed on this date: 5/16/07



Director of Insurance  
State of Missouri



# State of Missouri



Robin Carnahan  
Secretary of State

## CERTIFICATE OF AMENDMENT

WHEREAS,

*AMERICAN CENTRAL INSURANCE COMPANY*  
*100209956*

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
24th day of May, 2007.

*Robin Carnahan*

Secretary of State

