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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

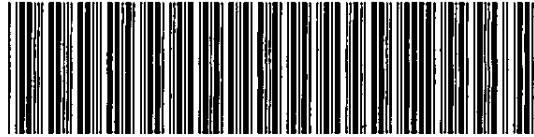
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hillstar Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: Unknown

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Frances H. Medders
(Name of Contact Person)

Infinity Insurance Companies
(Firm/Company)

3700 Colonnade Parkway
(Address)

Birmingham, AL 35243
(City/State and Zip Code)

For further information concerning this matter, please call:

Frances H. Medders at (205) 803-8732
(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

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)

(Document number of corporation (if known))

1. Infinity National Insurance Company

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

2. Indiana

(Incorporated under laws of)

3. 3-9-2004

(Date authorized to do business in Florida)

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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? 6-11-2007

5. Hillstar 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.

No change

(New duration)

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

No change

(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)

Samuel J. Simon

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**HILLSTAR INSURANCE COMPANY
SECRETARY'S CERTIFICATE**

I, Samuel J. Simon, being the duly elected and acting Secretary of HILLSTAR INSURANCE COMPANY (the "Company"), an Indiana corporation with its principal office at 3700 Colonnade Parkway, Birmingham, Alabama 35243, certifies that the following is a true and correct copy of the Unanimous Written Consent of the Board of Directors of the Company dated April 30, 2007.

* * * * *

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 3rd day of March, 2008.



SAMUEL J. SIMON
SECRETARY

[Corporate Seal]

HILLSTAR
INSURANCE
COMPANY

INFINITY NATIONAL INSURANCE COMPANY
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

* * *

The undersigned, being all of the members of the Board of Directors of INFINITY NATIONAL INSURANCE COMPANY, an Indiana corporation with its principal office at 3700 Colonnade Parkway, Birmingham, Alabama, acting pursuant to Section 27-1-7-10(h) of the Indiana Insurance Law, Section 23-1-34-2 of the Indiana Business Corporation Law and Article II, Section 8 of the Bylaws of the Company, hereby waive all requirements as to notice and consent to the adoption of the following resolutions:

AMENDMENT TO ARTICLES OF INCORPORATION _____)

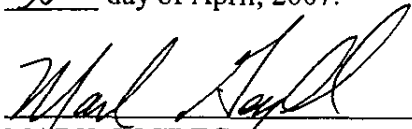
RESOLVED: That the Board of Directors recommends that the Articles of Incorporation of the Company be amended for the purpose of adding a revised Article First to read as follows:

“**First.** The name of the Corporation shall be Hillstar Insurance Company.”

FURTHER RESOLVED: That the Board of Directors hereby directs that the foregoing resolution be submitted for adoption by consent of the sole shareholder.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 30 day of April, 2007.


MARK GOZDECKI


SCOTT C. PITRONE


JAMES R. GOBER


ROGER H. PRESTRIDGE


JOHN R. MINER


SAMUEL J. SIMON


ROGER SMITH

NAIC# 10068

Department of Insurance
State of Indiana
OFFICE OF
Insurance Commissioner

CERTIFICATE OF AUTHORITY

Indianapolis, Indiana July 20, 2007

Whereas, The **HillStar Insurance Company of Indianapolis, Indiana** having complied with all the requirements of the laws regulating **Stock Multi-Line Insurance Companies** doing business in the State of Indiana.

Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

Class II (c)(d)(e)(f)(g)

Class III (a)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.



IN TESTIMONY WHEREOF I hereunto
subscribe my name and affix the seal of my
office the date written above.

James Atterholt
INSURANCE COMMISSIONER

Applicant Name: **Hillstar Insurance Company**

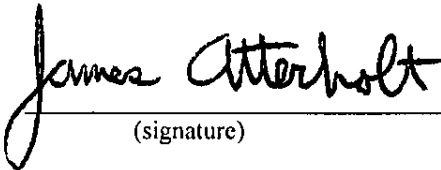
NAIC No.: **10068**
FEIN: **31-1358834**

Certificate of Compliance

State of Indiana Office of The Insurance Commissioner.

I, **James Atterholt**, hereby certify that I am the* **The Insurance Commissioner** of the State of **Indiana**, and I have supervision of insurance business in said State and as such I hereby certify that **Hillstar Insurance Company** of **Indianapolis, Indiana** is duly organized under the laws of said State and is authorized to transact the business** of **Class II (c)(d)(e)(f)(g), Class III (a)** insurance in this State. I further certify that the said **Hillstar Insurance Company** is possessed of admitted assets in the amount of **6,465,173** dollars, and has a paid-in capital of **2,375,000** dollars, and is possessed of a surplus of admitted assets over all liabilities, reserves and capital of at least **2,916,269** dollars, as shown by its annual statement submitted to this Department as of **December 31, 2006** .

IN TESTIMONY WHEREOF, I have hereunto set my hand at Indianapolis, IN, on this **8th** day of **August 2007** A.D.


(signature)

James Atterholt
(printed name)



*Insurance Commissioner, Officer or Superintendent of Insurance authorized to certify to the insurance business within the domiciliary state.

**Lines of Insurance as shown on Form No E3 of UCAA

Expansion Application
Certificate of Compliance
Form No. E6

Page 1 of 1 Pages

INDIANA SECRETARY OF STATE
RECEIVED
2007 JUL 18 AM 11:15

APPROVED

**INFINITY NATIONAL INSURANCE COMPANY
AMENDMENT TO ARTICLES OF INCORPORATION**

JUL 17 2007

STATE OF INDIANA
DEPT. OF INSURANCE
[Signature]

AMENDMENT TO ARTICLES OF INCORPORATION)

RESOLVED: That the Board of Directors recommends that the Articles of Incorporation of the Company be amended for the purpose of adding a revised Article First to read as follows:

“First. The name of the Corporation shall be Hillstar Insurance Company.”

This amendment was adopted by unanimous consent resolution by the Board of Directors of the Company (or a committee thereof) as of April 30, 2007 in accordance with applicable law from Indiana Insurance Code § 27-1-8.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 6th day of July, 2007.

[Signature]
JAMES H. ROMAKER
ASSISTANT SECRETARY

[Signature]
SAMUEL J. SIMON
SENIOR VICE PRESIDENT

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before me, a Notary Public in and for said County, in said State, personally appeared Samuel J. Simon and James H. Romaker whose names are signed to the foregoing, and who are known to me and who, being by me first duly sworn and deposed, said that they have knowledge of the facts stated in the foregoing and that the said facts as therein stated are true and correct.

Sworn to and subscribed before me on this the 6th day of July, 2007.

[Signature]
Notary Public

My Commission Expires: 4/24/2009