

At IAS Part 58 of the Supreme Court
of the State of New York, County of
New York, at the courthouse, 111
Centre Street, in the County, City
and State of New York, on the 30th
day of June, 2011.

P R E S E N T :

HON. **DONNA M. MILLS, J.S.C.**, J.S.C.

In the Matter of

Index No. 401643/11

the Application of

ORDER TO SHOW CAUSE

James J. Wrynn, Superintendent of Insurance
of the State of New York, for an order
to take possession of, liquidate the business and
affairs of and dissolve the corporate charters of

ATLANTIC AMERICAN HEALTH INSURANCE
COMPANY, AUSTIN LIBERTY INSURANCE
COMPANY, AXEL INSURANCE COMPANY
OF NEW YORK, MAJESTIC INSURANCE
COMPANY OF NEW YORK, MBL PROPERTY
AND CASUALTY INSURANCE COMPANY,
AND NATIONAL HERITAGE TITLE
INSURANCE COMPANY, INC.

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Based on the Verified Petition of James J. Wrynn, Superintendent of Insurance of the
State of New York (the "Superintendent"), duly verified on 20th day of June, 2011, the
affirmation of Nancy E. Schoep, Esq., dated June 2, 2011, and the exhibits attached thereto, and
it appearing that the relief sought for should be granted;

NOW, on motion of Eric T. Schneiderman, Attorney General of the State of New York,
attorney for the Superintendent, and after due deliberation having been had thereon;

LET Atlantic American Health Insurance Company, Austin Liberty Insurance Company,
Axel Insurance Company of New York, Majestic Insurance Company of New York,

MBL Property and Casualty Insurance Company, and National Heritage Title Insurance Company, Inc. (collectively, the "Companies") ^{or counsel appear and} show cause before this Court at IAS Part 58 Room 574, thereof, at the Courthouse located at 111 Centre Street in the County, City and State of New York, on the 13th day of July, 2011, at 11 o'clock A.m., or as soon thereafter as counsel can be heard, why an order should not be made, pursuant to Article 74 of the New York Insurance Law ("Insurance Law"): (1) appointing the Superintendent and his successors in office as liquidator of the Companies ("Liquidator"); (2) directing the Liquidator to take possession of the Companies' respective property, to liquidate the Companies' respective business and affairs, and to dissolve the Companies' respective corporate charters; (3) vesting title to all of the Companies' respective property, contracts and rights of action with the Liquidator and his successors; (4) authorizing and directing the Liquidator to take possession of the Companies' books, files, records and other property; (5) authorizing and directing the Liquidator, without further order of the Court, to destroy or otherwise dispose of any and all of the Companies' books, files, records and other property in the Liquidator's possession when he deems them to be no longer required in connection with the dissolution of the Companies; (6) granting the injunctions provided for in Insurance Law Section 7419, enjoining and restraining all persons from wasting the Companies' respective property, and enjoining and restraining all persons, except as authorized by the Liquidator, from transacting the Companies' respective business or disposing of the Companies' respective property, interfering with the Liquidator or this proceeding, obtaining any preferences, judgments, attachments or other liens, or making any levy against the Companies, their respective assets or any part thereof; (7) granting injunctions enjoining and restraining all parties from commencing or prosecuting any actions or proceedings against the Companies, the Liquidator or the New York Liquidation

Bureau, their present or former employees, attorneys or agents, with respect to any claims against the Companies; (8) authorizing, permitting and allowing the Liquidator to sell, assign or transfer any and all stocks, bonds securities, and any real property of the Companies at market price or at the best price obtainable at private sale; (9) terminating all in-force contracts and agreements of the Companies, unless otherwise expressly assumed by the Liquidator, and fixing liability thereunder as of the date of entry of the order of liquidation; (10) requiring all persons or entities having property and/or information, including, but not limited to, software programs, bank records owned by, belonging to or relating to the Companies, to preserve such property and/or information and immediately, upon the Liquidator's request and direction, assign, transfer, turn over and deliver such property and/or information to the Liquidator; (11) extending immunity to the Superintendent in his capacity as Liquidator of the Companies and his successors in office and their agents and employees for any cause of action of any nature against them, individually or jointly, for any act or omission when acting in good faith, in accordance with the orders of this Court, or in the performance of their duties pursuant to Article 74 of the Insurance Law; and (12) granting such other and further relief as the Court may deem just and proper;

AND, sufficient cause having been shown therefor, let service of a copy of this Order to Show Cause and the papers upon which it is granted be made by: (i) regular mail upon the respective members of the Companies' initial Boards of Directors, at their last known address; and (ii) posting on the Internet web page maintained by the New York Liquidation Bureau at no later than July 6, 2011 ~~http://www.nylb.org at least 15 business days prior to the return date~~, and such service shall be deemed good and sufficient service, and it is hereby

DM
I ORDERED, that pending the hearing ~~and~~ ~~termination~~ of this motion, the Companies, their officers, directors, shareholders, members, trustees, agents, servants, employees, policyholders, attorneys and managers, and all other persons are hereby restrained from obtaining preferences, judgments, attachments or other liens, making any levy, or commencing or prosecuting any actions or proceedings against the Companies, their respective assets or any part thereof; and it is further

J.S.C.
DM
II ORDERED, that pending the hearing ~~and determination~~ on this motion, all actions or proceedings against the Companies are stayed; and it is further

JSC
DM
III ORDERED, that pending the hearing ~~and determination~~ on this motion, the Companies, their officers, directors, shareholders, members, trustees, agents, servants, employees, policyholders, attorneys, managers, and all other persons are restrained from wasting the Companies' respective property, and restrained from the transaction of the Companies' respective business or the disposition of the Companies' respective property, except as authorized by the Superintendent.

J.S.C.
Oral Argument
Directed

JSC.

ENTER

Donna Mills

J. S. C.

DONNA M. MILLS, J.S.C.

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

-----X
In the Matter of

Index No.

the Application of

VERIFIED PETITION

James J. Wrynn, Superintendent of Insurance
of the State of New York, for an order
to take possession of, liquidate the business and
affairs of and dissolve the corporate charters of

ATLANTIC AMERICAN HEALTH INSURANCE
COMPANY, AUSTIN LIBERTY INSURANCE
COMPANY, AXEL INSURANCE COMPANY,
OF NEW YORK, MAJESTIC INSURANCE
COMPANY OF NEW YORK, MBL PROPERTY
AND CASUALTY INSURANCE COMPANY,
AND NATIONAL HERITAGE TITLE
INSURANCE COMPANY, INC.
-----X

James J. Wrynn, Superintendent of Insurance of the State of New York (the "Superintendent") respectfully petitions this Court for an order appointing the Superintendent and his successors in office as liquidator (the "Liquidator") of Atlantic American Health Insurance Company ("Atlantic"), Austin Liberty Insurance Company ("Austin"), Axel Insurance Company of New York ("Axel"), Majestic Insurance Company of New York ("Majestic"), MBL Property and Casualty Insurance Company ("MBL"), and National Heritage Title Insurance Company, Inc. ("National Heritage") (collectively, the "Companies"), and directing the Superintendent to liquidate the Companies' respective business and affairs and to dissolve their respective corporate charters on the grounds that, *inter alia*, the Companies have not organized and obtained their respective certificates of authority or licenses to commence the doing of an insurance business within one year from their respective dates of incorporation pursuant to New York Insurance Law ("Insurance Law") Sections 7404, 7402(m) and 1203(a), and for such other relief specified below as is provided for in Article 74 of the Insurance Law.

Atlantic's Background

1. As set forth in the affirmation of Nancy E. Schoep, Supervising Attorney in the Office of General Counsel at the New York State Insurance Department ("Insurance Department"), in support of this petition, dated June 2, 2011 ("Schoep Aff."), Atlantic was incorporated on or about August 15, 2007 ("Atlantic Date of Incorporation"). Pursuant to Atlantic's declaration and charter ("Atlantic Charter"), Atlantic intended to transact the kinds of insurance authorized by paragraph 3 (accident and health insurance) of Insurance Law Section 1113(a). Schoep Aff. ¶ 2 Ex. A.

2. Under the Atlantic Charter, Atlantic's proposed principal office was to be located in the County of Suffolk, State of New York. Schoep Aff. ¶ 3.

3. According to the records of the Insurance Department, Atlantic has not obtained a certificate of authority or license, or requested an extension to do so. Schoep Aff. ¶ 4.

4. By letter dated November 11, 2009, Atlantic notified the Insurance Department that it does not object to an order dissolving the corporate existence of Atlantic. Schoep Aff. ¶ 5 Ex. B.

Austin's Background

5. Austin was incorporated on or about December 15, 2008 ("Austin Date of Incorporation"). Pursuant to Austin's declaration and charter ("Austin Charter"), Austin intended to transact the kinds of insurance authorized by paragraphs 3 (accident and health insurance), 4 (fire insurance), 12 (collision insurance), 13 (personal injury liability insurance), 14 (property damage liability insurance) and 19 (motor vehicle and aircraft physical damage insurance) of Insurance Law Section 1113(a). Schoep Aff. ¶ 6 Ex. C.

6. Under the Austin Charter, Austin's proposed principal office was to be located in the County of Queens, State of New York. Schoep Aff. ¶ 7.

7. According to the records of the Insurance Department, Austin has not obtained a certificate of authority or license, or requested an extension to do so. Schoep Aff. ¶ 8.

Axel's Background

8. Axel was incorporated on or about July 18, 2007 ("Axel Date of Incorporation"). Pursuant to Axel's declaration and charter ("Axel Charter"), Axel intended to transact the kinds of insurance authorized by paragraphs 3 (accident and health insurance), 4 (fire insurance), 5 (miscellaneous property insurance), 6 (water damage insurance), 7 (burglary and theft insurance), 8 (glass insurance), 9 (boiler and machinery insurance), 10 (elevator insurance), 11 (animal insurance), 12 (collision insurance), 13 (personal injury liability insurance), 14 (property damage liability insurance), 15 (workers' compensation and employers' liability insurance), 16 (fidelity and surety insurance), 17 (credit insurance), 19 (motor vehicle and aircraft physical damage insurance), 20 (marine and inland marine insurance), 21 (marine protection and indemnity insurance), 22 (residual value insurance) and 24 (credit unemployment insurance) of Insurance Law Section 1113(a). Schoep Aff. ¶ 9 Ex. D.

9. Under the Axel Charter, Axel's proposed principal office was to be located in the County of New York, State of New York. Schoep Aff. ¶ 10.

10. According to the records of the Insurance Department, Axel has not obtained a certificate of authority or license and any and all extensions to do so, have expired. Schoep Aff. ¶ 11.

Majestic's Background

11. Majestic was incorporated on or about June 18, 2009 ("Majestic Date of Incorporation"). Pursuant to Majestic's declaration and charter ("Majestic Charter"), Majestic intended to transact the kinds of insurance authorized by paragraph 15 (workers' compensation and employers' liability insurance) of Insurance Law Section 1113(a). Schoep Aff. ¶ 12 Ex. E.

12. Under the Majestic Charter, Majestic's proposed principal office was to be located in the County of Dutchess, State of New York. Schoep Aff. ¶ 13.

13. According to the records of the Insurance Department, Majestic has not obtained a certificate of authority or license, or requested an extension to do so. Schoep Aff. ¶ 14.

14. By letter dated April 6, 2010, Majestic notified the Insurance Department that it no longer intends to pursue licensure as a New York domestic insurer and requests dissolution. Schoep Aff. ¶ 15 Ex. F.

MBL's Background

15. MBL was incorporated on or about March 30, 1989 ("MBL Date of Incorporation"). Pursuant to MBL's declaration and charter ("MBL Charter"), MBL intended to transact the kinds of insurance authorized by paragraphs 3 (accident and health insurance), 4 (fire insurance), 5 (miscellaneous property insurance), 6 (water damage insurance), 7 (burglary and theft insurance), 8 (glass insurance), 9 (boiler and machinery insurance), 10 (elevator insurance), 12 (collision insurance), 13 (personal injury liability insurance), 14 (property damage liability insurance), 15 (workers' compensation and employers' liability insurance), 17 (credit insurance), 19 (motor vehicle and aircraft physical damage insurance), 20 (marine and inland marine

insurance), and 25 (substantially similar kind of insurance)¹ of Insurance Law Section 1113(a). Schoep Aff. ¶ 16 Ex. G.

16. Under the MBL Charter, MBL's proposed principal office was to be located in the County of New York, State of New York. Schoep Aff. ¶ 17.

17. According to the records of the Insurance Department, MBL has not obtained a certificate of authority or license, or requested an extension to do so. Schoep Aff. ¶ 18.

National Heritage's Background

18. National Heritage was incorporated on or about June 14, 2007 ("National Heritage Date of Incorporation"). Pursuant to National Heritage's declaration and charter ("National Heritage Charter"), National Heritage intended to transact the kinds of insurance authorized by paragraph 18 (title insurance) of Insurance Law Section 1113(a). Schoep Aff. ¶ 19 Ex. H.

19. Under the National Heritage Charter, National Heritage's proposed principal office was to be located in the County of Suffolk, State of New York. Schoep Aff. ¶ 20.

20. According to the records of the Insurance Department, National Heritage has not obtained a certificate of authority or license and any and all extensions to do so, have expired. Schoep Aff. ¶ 21.

Grounds for Liquidation

21. Under Insurance Law Section 7404, the Superintendent may apply for an order directing the Superintendent to liquidate the business of an insurer if sufficient grounds exist pursuant to Insurance Law Section 7402.

¹ At the time that MBL was incorporated, paragraph 25 of Insurance Law Section 1113(a) authorized the transaction of "substantially similar kind of insurance." However, paragraph 25 of Insurance Law Section 1113(a) presently authorizes the transaction of "financial guaranty insurance."

22. Insurance Law Section 7402(m) provides that the corporate existence of a domestic insurer may be dissolved if it has not organized or completed its organization and obtained a license or certificate authorizing it to commence the doing of an insurance business within one year from the date of its incorporation, as provided in Section 1203(a). Under Section 1203(a), an insurance company

which, after one year from the date of its incorporation, has not organized and obtained a certificate of authority or license to do an insurance business, shall, unless granted an extension, forfeit its corporate charter, and the superintendent may thereupon commence a proceeding, pursuant to the provisions of article seventy-four of this chapter, to liquidate and dissolve such corporation.

23. Additionally, pursuant to Insurance Law Section 7416, the Superintendent may apply at any time for an order dissolving the corporate existence of a domestic insurer upon his application for an order of liquidation or when any of the conditions provided in Insurance Law Section 7402(m) exist, regardless of whether an order of liquidation is sought or has been obtained.

24. The Companies have not completed their organization or obtained their respective licenses or certificates authorizing the Companies' commencement of the doing of insurance business within one year from their respective Dates of Incorporation. Thus, the Companies have forfeited their respective corporate charters. Accordingly, the Companies' respective business and affairs should be liquidated and their respective corporate charters should be dissolved.

Relief Requested

25. In light of the foregoing, I respectfully request that the Court issue an order of liquidation: (a) appointing the Superintendent and his successors in office as Liquidator of the Companies; (b) directing the Liquidator to take possession of the Companies' respective property, liquidate the Companies' respective business and affairs, and dissolve the Companies' respective corporate charters; (c) vesting title to all of the Companies' respective property, contracts and rights of action in with the Liquidator and his successors; (d) authorizing and directing the Liquidator to take possession of the Companies' books, files, records and other property; and (e) authorizing and directing the Liquidator, without further order of the Court, to destroy or otherwise dispose of any and all of the Companies' books, files, records and other property in the Liquidator's possession when he deems them to be no longer required in connection with the dissolution of the Companies.

26. I further respectfully request that the Court grant the injunctions provided for by Insurance Law Section 7419. Section 7419(a) provides that the Court may issue an injunction restraining the insurer, its officers, directors, shareholders, members, trustees, custodians, agents, servants, employees, policyholders, attorneys and managers, and all other persons from wasting the respective assets of the Companies, or, except as authorized by the Liquidator, from transacting the Companies respective business or disposing of the Companies' respective property. Section 7419(b) provides that the Court may issue such other injunctions or orders as it deems necessary to prevent interference with the Liquidator or this proceeding, waste of the insurer's assets, or the commencement or prosecution of any actions or proceedings (i) against the Liquidator, the Companies or the New York Liquidation Bureau or their present or former employees, attorneys or agents, with respect to the proceeding or the discharge of their duties

under Insurance Law Article 74, or (ii) to assert preferences, judgments, attachments, liens, or any levy against the Companies, their respective assets or any part thereof.

27. I further respectfully request that in accordance with Insurance Law 7405, the Court order that all in-force contracts and agreements of the Companies shall terminate, unless expressly assumed by the Liquidator, and all liability under such contracts or agreements shall be fixed as of the date of entry of the order of liquidation.

28. I further respectfully request that the Court order that all persons and entities having property and/or information, including, but not limited to, software programs, bank records owned by, belonging to or relating to the Companies, shall preserve such property and/or information and immediately, upon the Liquidator's request and direction, assign, transfer, turn over and deliver such property and/or information to the Liquidator.

29. I further respectfully request that the Court order that there be no liability on the part of the Superintendent as Liquidator of the Companies, and his successors in office and their agents and employees, for any cause of action of any nature against them, individually or jointly, for any act or omission when acting in good faith, in accordance with the orders of this Court, or in the performance of their duties pursuant to Insurance Law Article 74. The Liquidator acts in a private capacity under the supervision of the Court pursuant to Article 74 of the Insurance Law. Public policy favors such protections so that the Liquidator, his successors in office, and their agents and employees may perform their statutory receivership duties without the threat of personal liability.

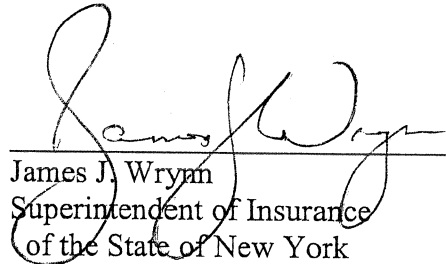
30. In accordance with Insurance Law Section 7417, this proceeding is being commenced by order to show cause.

31. There has been no previous application for the relief requested herein.

WHEREFORE, it is respectfully requested that an order be made and entered pursuant to Article 74 of the Insurance Law, *inter alia*: (1) appointing the Superintendent and his successors in office as Liquidator of the Companies; (2) directing the Liquidator to take possession of the Companies' respective property, to liquidate the Companies' respective business and affairs, and to dissolve the Companies' respective corporate charters; (3) vesting title to all of the Companies' respective property, contracts and rights of action with the Liquidator and his successors; (4) authorizing and directing the Liquidator to take possession of the Companies' books, files, records and other property; (5) authorizing and directing the Liquidator, without further order of the Court, to destroy or otherwise dispose of any and all of the Companies' books, files, records and other property in the Liquidator's possession when he deems them to be no longer required in connection with the dissolution of the Companies; (6) granting the injunctions provided for in Insurance Law Section 7419, enjoining and restraining all persons from wasting the Companies' respective property, and enjoining and restraining all persons, except as authorized by the Liquidator, from transacting the Companies' respective business or disposing of the Companies' respective property, interfering with the Liquidator or this proceeding, obtaining any preferences, judgments, attachments or other liens, or making any levy against the Companies, their respective assets or any part thereof; (7) granting injunctions enjoining and restraining all parties from commencing or prosecuting any actions or proceedings against the Companies, the Liquidator or the New York Liquidation Bureau, their present or former employees, attorneys or agents, with respect to any claims against the Companies; (8) authorizing, permitting and allowing the Liquidator to sell, assign or transfer any and all stocks, bonds securities, and any real property of the Companies at market price or at the best price obtainable at private sale; (9) terminating all in-force contracts and agreements of the Companies, unless otherwise expressly assumed by the Liquidator, and fixing liability

thereunder as of the date of entry of the order of liquidation; (10) requiring all persons or entities having property and/or information, including, but not limited to, software programs, bank records owned by, belonging to or relating to the Companies, to preserve such property and/or information and immediately, upon the Liquidator's request and direction, assign, transfer, turn over and deliver such property and/or information to the Liquidator; (11) extending immunity to the Superintendent in his capacity as Liquidator of the Companies and his successors in office and their agents and employees for any cause of action of any nature against them, individually or jointly, for any act or omission when acting in good faith, in accordance with the orders of this Court, or in the performance of their duties pursuant to Article 74 of the Insurance Law; and (12) granting such other and further relief as the Court may deem just and proper.

Dated: New York, New York
June 20, 2011



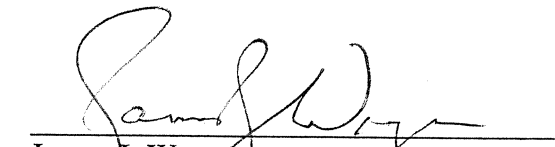
James J. Wrynn
Superintendent of Insurance
of the State of New York

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

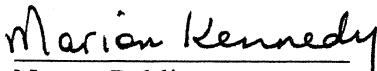
James J. Wrynn, being duly sworn, deposes and says:

That he is the Superintendent of Insurance of the State of New York and that he executed the foregoing petition; that he is acquainted with the facts therein stated; that he knows the contents of the petition and that the same is true to his own knowledge, except as to the matters therein stated to be alleged upon information and belief and that as to those matters he believes them to be true.

Deponent says that the sources of information and the grounds of his belief as to the matters stated in said petition to be alleged upon information and belief are the records of the New York State Insurance Department.


James J. Wrynn
Superintendent of Insurance
of the State of New York

Sworn to before me this
20th day of June, 2011


Notary Public

MARION KENNEDY
Notary Public, State of New York
Qualified in Kings County
No. KE6137029
Expires: November 14, 2013

MARION KENNEDY
Notary Public, State of New York
Qualified in Kings County
No. KE6137029
Expires: November 14, 2013

In accordance with Part 130, I advise that the following papers are attached:

Order to Show Cause
Verified Petition

Eric T. Schneiderman
Attorney General of the State of New York
120 Broadway
New York, New York 10271
(212) 416-8000

By: Neal S. Mann

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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In the Matter of

Index No.

the Application of

AFFIRMATION

James J. Wrynn, Superintendent of Insurance
of the State of New York, for an order to take
possession of, liquidate the business and affairs of
and dissolve the corporate charters of

ATLANTIC AMERICAN HEALTH INSURANCE
COMPANY, AUSTIN LIBERTY INSURANCE
COMPANY, AXEL INSURANCE COMPANY
OF NEW YORK, MAJESTIC INSURANCE
COMPANY OF NEW YORK, MBL PROPERTY
AND CASUALTY INSURANCE COMPANY,
AND NATIONAL HERITAGE TITLE
INSURANCE COMPANY, INC.

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Nancy E. Schoep, an attorney at law, duly admitted to practice before the Courts of the
State of New York, hereby affirms the following to be true under the penalties of perjury:

1. I am employed at the New York State Insurance Department ("Insurance
Department") as a Supervising Attorney in the Office of General Counsel. I submit this
affirmation in support of an order appointing the Superintendent of Insurance of the State of New
York (the "Superintendent") and his successors in office as liquidator (the "Liquidator") of
Atlantic American Health Insurance Company ("Atlantic"), Austin Liberty Insurance Company
("Austin"), Axel Insurance Company of New York ("Axel"), Majestic Insurance Company of
New York ("Majestic"), MBL Property and Casualty Insurance Company ("MBL"), and
National Heritage Title Insurance Company, Inc. ("National Heritage") as authorized by
Article 74 of the New York Insurance Law ("Insurance Law"). I make this affirmation upon

personal knowledge, and information and belief, the sources of which are the records maintained by the Insurance Department.

Atlantic's Background

2. Atlantic was incorporated on or about August 15, 2007. Pursuant to Atlantic's declaration and charter ("Atlantic Charter"), Atlantic intended to transact the kinds of insurance authorized by paragraph 3 (accident and health insurance) of Insurance Law Section 1113(a). A copy of the Atlantic Charter is attached hereto as Exhibit A.

3. Under the Atlantic Charter, Atlantic's proposed principal office was to be located in the County of Suffolk, State of New York.

4. According to the records of the Insurance Department, Atlantic has not obtained a certificate of authority or license, or requested an extension to do so.

5. By letter dated November 11, 2009, Atlantic notified the Insurance Department that it does not object to an order dissolving the corporate existence of Atlantic. A copy of the letter from Atlantic dated November 11, 2009, is attached hereto as Exhibit B.

Austin's Background

6. Austin was incorporated on or about December 15, 2008. Pursuant to Austin's declaration and charter ("Austin Charter"), Austin intended to transact the kinds of insurance authorized by paragraphs 3 (accident and health insurance), 4 (fire insurance), 12 (collision insurance), 13 (personal injury liability insurance), 14 (property damage liability insurance) and 19 (motor vehicle and aircraft physical damage insurance) of Insurance Law Section 1113(a). A copy of the Austin Charter is attached hereto as Exhibit C.

7. Under the Austin Charter, Austin's proposed principal office was to be located in the County of Queens, State of New York.

8. According to the records of the Insurance Department, Austin has not obtained a certificate of authority or license, or requested an extension to do so.

Axel's Background

9. Axel was incorporated on or about July 18, 2007. Pursuant to Axel's declaration and charter ("Axel Charter"), Axel intended to transact the kinds of insurance authorized by paragraphs 3 (accident and health insurance), 4 (fire insurance), 5 (miscellaneous property insurance), 6 (water damage insurance), 7 (burglary and theft insurance), 8 (glass insurance), 9 (boiler and machinery insurance), 10 (elevator insurance), 11 (animal insurance), 12 (collision insurance), 13 (personal injury liability insurance), 14 (property damage liability insurance), 15 (workers' compensation and employers' liability insurance), 16 (fidelity and surety insurance), 17 (credit insurance), 19 (motor vehicle and aircraft physical damage insurance), 20 (marine and inland marine insurance), 21 (marine protection and indemnity insurance), 22 (residual value insurance) and 24 (credit unemployment insurance) of Insurance Law Section 1113(a). A copy of the Axel Charter is attached hereto as Exhibit D.

10. Under the Axel Charter, Axel's proposed principal office was to be located in the County of New York, State of New York.

11. According to the records of the Insurance Department, Axel has not obtained a certificate of authority or license and any and all extensions to do so, have expired.

Majestic's Background

12. Majestic was incorporated on or about June 18, 2009. Pursuant to Majestic's declaration and charter ("Majestic Charter"), Majestic intended to transact the kinds of insurance authorized by paragraph 15 (workers' compensation and employers' liability insurance) of Insurance Law Section 1113(a). A copy of the Majestic Charter is attached hereto as Exhibit E.

13. Under the Majestic Charter, Majestic's proposed principal office was to be located in the County of Dutchess, State of New York.

14. According to the records of the Insurance Department, Majestic has not obtained a certificate of authority or license, or requested an extension to do so.

15. By letter dated April 6, 2010, Majestic notified the Insurance Department that it no longer intends to pursue licensure as a New York domestic insurer and requests dissolution. A copy of Majestic's letter dated April 6, 2010 is attached hereto as Exhibit F.

MBL's Background

16. MBL was incorporated on or about March 30, 1989. Pursuant to MBL's declaration and charter ("MBL Charter"), MBL intended to transact the kinds of insurance authorized by paragraphs 3 (accident and health insurance), 4 (fire insurance), 5 (miscellaneous property insurance), 6 (water damage insurance), 7 (burglary and theft insurance), 8 (glass insurance), 9 (boiler and machinery insurance), 10 (elevator insurance), 12 (collision insurance), 13 (personal injury liability insurance), 14 (property damage liability insurance), 15 (workers' compensation and employers' liability insurance), 17 (credit insurance), 19 (motor vehicle and aircraft physical damage insurance), 20 (marine and inland marine insurance), and 25 (substantially similar kind of insurance)¹ of Insurance Law Section 1113(a). A copy of the MBL Charter is attached hereto as Exhibit G.

17. Under the MBL Charter, MBL's proposed principal office was to be located in the County of New York, State of New York.

18. According to the records of the Insurance Department, MBL has not obtained a certificate of authority or license, or requested an extension to do so.

¹ At the time that MBL was incorporated, paragraph 25 of Insurance Law Section 1113(a) authorized the transaction of "substantially similar kind of insurance." However, paragraph 25 of Insurance Law Section 1113(a) presently authorizes the transaction of "financial guaranty insurance."

National Heritage's Background

19. National Heritage was incorporated on or about June 14, 2007. Pursuant to National Heritage's declaration and charter ("National Heritage Charter"), National Heritage intended to transact the kinds of insurance authorized by paragraph 18 (title insurance) of Insurance Law Section 1113(a). A copy of the National Heritage Charter is attached hereto as Exhibit H.

20. Under the National Heritage Charter, National Heritage's proposed principal office was to be located in the County of Suffolk, State of New York.

21. According to the records of the Insurance Department, National Heritage has not obtained a certificate of authority or license and any and all extensions to do so, have expired.

Dated: New York, New York
June 2, 2011

Nancy E. Schoep
Nancy E. Schoep, Esq.

EXHIBIT “A”

DECLARATION OF INTENTION

AND CHARTER

OF

ATLANTIC AMERICAN HEALTH INSURANCE COMPANY

We, the undersigned, each being a natural person of at least eighteen years of age and a majority of us being citizens and residents of the United States and at least two of us being residents of the State of New York, do hereby declare our intention to form a corporation for the purpose of doing the kinds of insurance business authorized by paragraph 3 of Section 1113 of the Insurance Law of the State of New York, and do hereby adopt the following Charter, to wit:

CHARTER
OF
ATLANTIC AMERICAN HEALTH INSURANCE COMPANY

ARTICLE I.

The name of this corporation shall be ATLANTIC AMERICAN HEALTH INSURANCE COMPANY.

ARTICLE II.

The principal office of the corporation shall be in the County of Suffolk, State of New York.

ARTICLE III.

Section 1. The kinds of insurance business which the corporation is organized to do, authorized to transact, and in which it may engage, are the kinds specified in, and whose scope is indicated in, Paragraph 3 of Section 1113 of the Insurance Law of the State of New York, as follows:

“3. Accident and health insurance,” meaning (a) Insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workmen’s compensation law, except as specified in subparagraph (b) following and (b) Non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury, (but not including insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

Section 2. So long as all applicable requirements of law are met, the corporation may do such other kind or kinds of insurance or reinsurance business as a stock accident and health insurance company authorized to do business in the State of New York shall from time to time be permitted to do so.

Section 3. Nothing herein contained shall require the corporation to insure or reinsure every kind of risk which it is authorized to insure or reinsure.

ARTICLE IV.

The mode and manner in which the corporate powers of the corporation shall be exercised are through a Board of Directors and through such committees (including an Executive Committee of said Board), officers and agents as said Board may from time to time empower, designate or appoint.

ARTICLE V.

The number of directors of the corporation shall not be less than thirteen nor more than seventeen. The number of directors within the aforesaid minimum and maximum limitations shall be fixed by the By-Laws of the corporation, or if not so fixed, by action of the Board of Directors. The number of directors may be increased or decreased within such limitations by amendment of the By-Laws or by action of said Board, provided, however, that any such amendment or action shall require the vote of a majority of the entire Board, and no decrease in the number of directors shall shorten the term of any incumbent director.

ARTICLE VI.

Section 1. The directors of the corporation shall be elected at the annual meeting of shareholders of the corporation or by unanimous written consent of the shareholders

in lieu of such annual meeting. The directors elected at the annual meeting or by such written consent shall hold office until the next annual meeting of shareholders and until their successors are elected and qualified. At each annual meeting and at any special meeting of shareholders, each shareholder of record on the books of the corporation at the record date for such meeting shall be entitled to one vote, in person or by proxy, for each share of stock so held. Directors shall be elected by a plurality of the whole number of shares voted at the meeting.

Each director shall be at least eighteen years of age, and at all times a majority of the directors of the corporation shall be citizens and residents of the United States and not less than two thereof shall be residents of the State of New York.

Whenever any vacancy in the Board of Directors shall occur by death, resignation, removal or otherwise, such vacancy may be filled for the balance of the unexpired term by a majority vote of the remaining members of the Board at a special meeting called for that purpose, or at any regular meeting.

Section 2. The Board of Directors shall appoint officers of the corporation, each of whom shall, except as may be prescribed otherwise by the Board of Directors in a particular case, hold office at the pleasure of the Board for an unlimited period and need not be reappointed annually or at any other periodic interval.

ARTICLE VII.

The fiscal year of the corporation shall be the calendar year.

ARTICLE VIII.

The names and the post office residence addresses of the directors who shall serve until the first annual meeting of the corporation are as follows:

Andrew A. Alberti
31A Windle Park
Tarrytown, NY 10591

Glen Anderson
14 Terrace Avenue
Stamford, CT 06905

Robert Dondes
PO Box 3657
York, PA 17402-0136

Paul D. Fyke
1 Harborside Place
The Pier - Suite 722
Jersey City, NJ 07311

William Hutchison
1 Bayberry Common
Westport CT 06880

Ronald Pack
740 Harrison Drive
Gettysburg, PA 17325

Tucker Taylor
727 Shunpike
Millbrook, NY 12545

Donald J. Trudeau
1061 King Street
Greenwich, CT 06831

Kenneth Di Bella
7460 Daugherty Drive
Reynoldsburg, Ohio 43068

Matthew Esposito
121 Peddlers Drive
Branford, CT 06405

George Shapiro, MD
25 Old Sprain Road
Ardsley, NY 10502

Rolando Portocarrero
220 Halliwell Drive
Stamford, CT 06902

Douglas Thomas
1612 Earlington Rd.
Havertown, PA 19083

ARTICLE IX.

The corporation shall have perpetual duration.


ARTICLE X.

The amount of the capital of the corporation shall be \$2,000,000 to consist of 2,000 shares of common stock, having a par value of \$1000 per share.

ARTICLE XI.

This corporation shall have the power to avail itself of any of the powers and privileges which are now or hereafter may be permitted to it by law as long as all other applicable requirements of law are met.

IN WITNESS WHEREOF, we have signed and acknowledged this certificate as
of the 3rd day of August, 2007.



Andrew Alberti
A.

Glen Anderson

Robert Dondes

Matt Esposito

Paul D. Fyke

William Hutchison

Ronald Pack

Tucker Taylor

Don Trudeau

IN WITNESS WHEREOF, we have signed and acknowledged this certificate as
of the 26 day of July, 2007.

Andrew Alberti

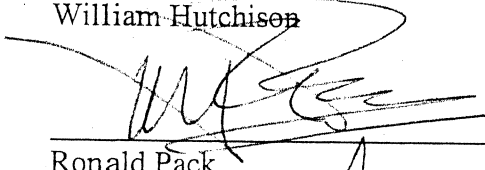
Glen Anderson

Robert Dondes

Matt Esposito

Paul D. Fyke

William Hutchison

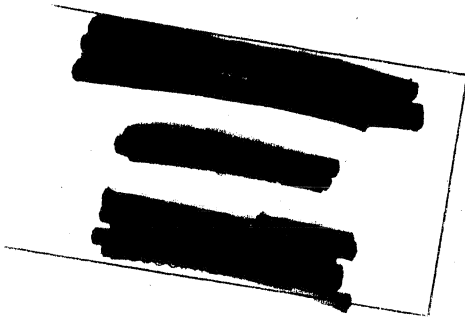


Ronald Pack



Tucker Taylor

Don Trudeau



IN WITNESS WHEREOF, we have signed and acknowledged this certificate as
of the 26th day of July, 2007.

Andrew Alberti

Glen Anderson

Robert Dondes

Matt Esposito

Paul D. Fyke

William Hutchison

Ronald Pack

Tucker Taylor

Don Trudeau

IN WITNESS WHEREOF, we have signed and acknowledged this certificate as
of the 26th day of July, 2007.

Andrew Alberti

Glen Anderson

Robert Dondes

Matt Esposito

Paul D. Fyke

William Hutchison

Ronald Pack

Tucker Taylor

Don Trudeau

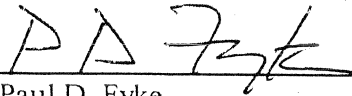
IN WITNESS WHEREOF, we have signed and acknowledged this certificate as
of the 30th day of July, 2007.

Andrew Alberti

Glen Anderson

Robert Dondes

Matt Esposito



Paul D. Fyke

William Hutchison

Ronald Pack

Tucker Taylor

Don Trudeau

IN WITNESS WHEREOF, we have signed and acknowledged this certificate as
of the 26th day of July, 2007.

Andrew Alberti

Glen Anderson

Robert Dondes

Matt Esposito

Paul D. Fyke

William Hutchison

Ronald Pack

Tucker Taylor

Don Trudeau

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 3RD day of August, 2007, before me personally came Andrew Alberti to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

MARY VALLARIO
Notary Public, State of New York
No. 01VA6025601 Nassau
Qualified in Richmond County
Commission Expires June 1, 2011

Mary Vallario

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the ____ day of _____, 2007, before me personally came Glen Anderson to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the ____ day of _____, 2007, before me personally came Andrew Alberti to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Connecticut
STATE OF ~~NEW YORK~~)
Fairfield) ss.:
COUNTY OF ~~NEW YORK~~)

On the 27 day of July, 2007, before me personally came Glen Anderson to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Samantha J. Frattaroli

SAMANTHA J. FRATTAROLI
NOTARY PUBLIC
MY COMMISSION EXPIRES 10/31/2009

Connecticut
STATE OF ~~NEW YORK~~)
Fairfield) ss.:
COUNTY OF ~~NEW YORK~~)

On the 27 day of July, 2007, before me personally came Robert
Dondes to me personally known, and known to me to be the individual described in and who
executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Samantha J. Frattaroli

SAMANTHA J. FRATTAROLI
NOTARY PUBLIC
MY COMMISSION EXPIRES 10/31/2008

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the ____ day of _____, 2007, before me personally came Matt
Esposito to me personally known, and known to me to be the individual described in and who
executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the ____ day of _____, 2007, before me personally came Robert
Dondes to me personally known, and known to me to be the individual described in and who
executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 31 day of July, 2007, before me personally came Matt
Esposito to me personally known, and known to me to be the individual described in and who
executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Samantha J. Frattaroli

SAMANTHA J. FRATTAROLI
NOTARY PUBLIC
MY COMMISSION EXPIRES 10/31/2009

STATE OF NEW YORK)

) SS.:

COUNTY OF NEW YORK)

On the ____ day of _____, 2007, before me personally came Paul D. Fyke to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Connecticut

STATE OF ~~NEW YORK~~)

) SS.:

COUNTY OF ~~NEW YORK~~)

Fairfield

On the 26th day of July, 2007, before me personally came William Hutchison to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Shel O'Hara

**MY COMMISSION EXPIRES
5/31/2012**

New Jersey
STATE OF NEW YORK
Hudson ss.:
COUNTY OF NEW YORK)

On the 3rd day of July, 2007, before me personally came Paul D. Fyke to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Megan D. Godesky

~~*New Jersey*
STATE OF NEW YORK)
Hudson) ss.:
COUNTY OF NEW YORK)~~

~~On the 30th day of July, 2007, before me personally came William Hutchison to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.~~

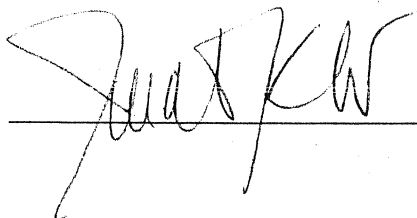
~~*Megan D. Godesky*~~

Megan Godesky
Notary Public - State of New Jersey
No. 2321428
My Commission Expires November 4, 2009

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 26th day of July, 2007, before me personally came Ronald Pack to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

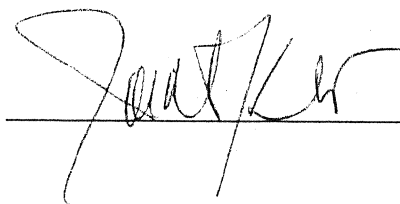
JONATHAN KLINE
Notary Public, State of New York
No. 02KL6093425
Qualified in Queens County
Commission Expires June 2, 2011



STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 26th day of July, 2007, before me personally came Tucker Taylor to me personally known, and known to me to be the individual described in and who executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

JONATHAN KLINE
Notary Public, State of New York
No. 02KL6093425
Qualified in Queens County
Commission Expires June 2, 2011



STATE OF ~~NEW YORK~~ ^{Connecticut})
COUNTY OF ~~NEW YORK~~ ^{Fairfield}) ss.:

On the 21 day of July, 2007, before me personally came Don
Trudeau to me personally known; and known to me to be the individual described in and who
executed the foregoing certificate, and he duly acknowledged to me that he executed the same.

Samantha J. Frattaroli

SAMANTHA J. FRATTAROLI
NOTARY PUBLIC
MY COMMISSION EXPIRES 10/31/2009

EXHIBIT “B”

November 11, 2009

Patrick M. Harrigan, Esq.
Associate Attorney
Office of General Counsel
State of New York Insurance Department
1 Commerce Plaza
Albany, New York 12257

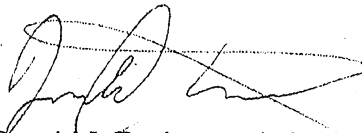
Re: Atlantic American Health Insurance Company

Dear Mr. Harrigan:

You have requested a letter from Atlantic American Health Insurance Company with respect to whether Atlantic American Health Insurance Company objects to the Superintendent dissolving the company. Please be advised that Atlantic American Health Insurance Company does not object to the Superintendent applying for an Order dissolving the corporate existence of Atlantic American Health Insurance Company in accordance with New York Insurance Law § 7416. ✓

We trust this responds to your inquiry.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Donald J. Trudeau", with a long horizontal flourish extending to the right.

Donald J. Trudeau on behalf of
Atlantic American Health Insurance Company

EXHIBIT “C”

CHARTER OF
AUSTIN LIBERTY INSURANCE COMPANY

ARTICLE I

The Corporation

Section 1. Name. The legal name of the Corporation (hereinafter called the "Corporation") shall be Austin Liberty Insurance Company.

Section 2. Offices. The Corporation shall have its principal office in the State of New York, County of Queens. The Corporation may also have offices at such other places within and without the United States as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Section 3. Business. The Corporation shall transact business in Accident and Health insurance defined in §1113(a)(3)(i) of the Insurance Law as follows: "Accident and health insurance," means (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (ii) hereof; and (ii) non-cancelable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date; Fire Insurance defined under §1113(a)(4) of the Insurance Law as follows: "Fire insurance," means insurance against loss of or damage to any property resulting from fire, including loss or damage incident to the extinguishment of a fire or to the salvaging of property in connection therewith; Collision Insurance defined under §1113(a)(12) of the Insurance Law as follows: "Collision insurance," means insurance against loss of or damage to any property of the insured resulting from collision of any other object with such property, but excluding collision to or by elevators, or to or by vessels, craft, piers or

other instrumentalities of ocean or inland navigation; Personal Injury Liability Insurance defined under §1113(a)(13) of the Insurance Law as follows: “Personal injury liability insurance,” means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability (including the insurer’s obligation to pay medical, hospital, surgical and disability benefits to injured persons, and funeral and death benefits to dependants, beneficiaries or personal representatives of persons who are killed, irrespective of legal liability of the insured), arising out of death or injury of any person, or arising out of injury to the economic interests of any person, as the result of negligence in rendering expert, fiduciary or professional service, but excluding any kind of insurance specified in paragraph fifteen except insurance to protect an insured against liability for indemnification or contribution to a third party held responsible for injury to the insured’s employee arising out of and in the course of employment when such insurance is written pursuant to this paragraph and not written pursuant to paragraph fifteen of this subsection; Property Damage Liability Insurance defined under §1113(a)(14) of the Insurance Law as follows: “Property damage liability insurance,” means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability, arising out of the loss or destruction of, or damage to, the property of any other person, but not including any kind of insurance specified in paragraph thirteen or fifteen hereof ; and Motor Vehicle and Aircraft Physical Damage Insurance defined under §1113(a)(19) of the Insurance Law as follows: “Motor vehicle and aircraft physical damage insurance,” means insurance against loss of or damage to motor vehicles or aircraft and their equipment resulting from any cause; and insurance reimbursing a driver for costs including replacement car rental, commercial transportation and accommodations resulting from an automobile accident or mechanical breakdown occurring fifty miles or more from the driver’s principal place of residence or garaging.

Section 4. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, New York.” One or more duplicate dies for impressing such seal may be kept and used.

Section 5. Duration. The duration of the Corporation shall be perpetual.

Section 6. Capital. The amount of Capital shall be \$1,200,000.00.

Section 7. Shares. The number of authorized shares shall be five thousand (5,000) with a par value of two hundred and forty dollars (\$240.00) per share.

Section 8. Corporate Powers. The mode and manner in which the corporate powers shall be exercised are through a board of directors and such officers and agents as such board shall empower.

ARTICLE II

Meetings of Shareholders

Section 1. Place of Meetings. All meetings of the shareholders shall be held at the principal office of the Corporation in the State of New York or at such other place, within or without the State of New York, as is fixed in the notice of the meeting.

Section 2. Annual Meeting. An annual meeting of the shareholders of the Corporation for the election of directors and the transaction of such other business as may properly come before the meeting shall be held on the first Monday of May in each year if not a legal holiday, and if a legal holiday, then on the next secular day following, at ten o'clock a.m., Eastern Standard Time, or at such other time as is fixed in the notice of the meeting. If for any reason any annual meeting shall not be held at the time herein specified, the same may be held at any time thereafter upon notice, as herein provided, or the business thereof may be transacted at any special meeting called for that purpose.

Section 3. Special Meetings. Special meetings of shareholders may be called by the President whenever he deems it necessary or advisable. A special meeting of the shareholders shall be called by the President whenever so directed in writing by a majority of the entire Board of Directors or whenever the holders of one-third (1/3) of the number of shares of the capital stock of the Corporation entitled to vote at such meeting shall, in writing, request the same.

Section 4. Notice of Meetings. Notice of the time and place of the annual and of each special meeting of the shareholders shall be given to each of the shareholders

entitled to vote at such meeting by mailing the same in a postage prepaid wrapper addressed to each such shareholder at his address as it appears on the books of the Corporation, or by delivering the same personally to any such shareholder in lieu of such mailing, at least fifteen (15) and not more than fifty (50) days prior to each meeting. Meetings may be held without notice if all of the shareholders entitled to vote are present in person or by proxy, or if notice thereof is waived by all such shareholders not present in person or by proxy, before or after the meeting. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. If a meeting is adjourned to another time, not more than thirty (30) days hence, or to another place, and if an announcement of the adjourned time or place is made at the meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment fix a new record date for the adjourned meeting. Notice of the annual and each special meeting of the shareholders shall indicate that it is being issued by or at the direction of the person or persons calling the meeting, and shall state the name and capacity of each such person. Notice of each special meeting shall also state the purpose or purposes for which it has been called. Neither the business to be transacted at nor the purpose of the annual or any special meeting of the shareholders need be specified in any written waiver of notice.

Section 5. Record Date for Shareholders. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or other distribution or the allotment of any rights, or entitled to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be less than five(5) days nor more than ten (10) days before the date of such meeting, nor more than fifty (50) days prior to any other action. If no record date is fixed, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining shareholders entitled to express consent to

corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed; and the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders shall apply to any adjournment of the meeting, provided however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Proxy Representation. Every shareholder may authorize another person or persons to act for him by proxy in all matters in which a shareholder is entitled to participate, whether by waiving notice of any meeting, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the shareholder or by his attorney-in-fact. No proxy shall be voted or acted upon after eleven months from its date unless such proxy provides for a longer period. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided in Section 608 of the New York Business Corporation Law.

Section 7. Voting at Shareholders' Meetings. Each share of stock shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Any other action shall be authorized by a majority of the votes cast except where the New York Business Corporation Law prescribes a different percentage of votes or a different exercise of voting power. In the election of directors, and for any other action, voting need not be by ballot.

Section 8. Quorum and Adjournment. Except for a special election of directors pursuant to Section 603 of the New York Business Corporation Law, the presence, in person or by proxy, of the holders of a majority of the shares of the stock of the Corporation outstanding and entitled to vote thereat shall be requisite and shall constitute a quorum at any meeting of the shareholders. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any shareholders. If at any meeting of shareholders there shall be less than a quorum so present, the shareholders present in person or by proxy and entitled to vote thereat, may adjourn the meeting from

time to time until a quorum shall be present, but no business shall be transacted at any such adjourned meeting except such as might have been lawfully transacted had the meeting not adjourned.

Section 9. List of Shareholders. The officer who has charge of the stock ledger of the Corporation shall prepare, make and certify, at least ten (10) days before every meeting of shareholders, a complete list of the shareholders, as of the record date fixed for such meeting, arranged in alphabetical order, and showing the address of each shareholder and the number of shares registered in the name of each shareholder. Such list shall be open to the examination of any shareholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city or other municipality or community where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder who is present. If the right to vote at any meeting is challenged, the inspectors of election, if any, or the person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

Section 10. Inspectors of Election. The Board of Directors, in advance of any meeting, may, but need not, appoint one or more inspectors of election to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, and at the request of any shareholder entitled to vote thereat shall, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, determine the result, and do

such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting or any shareholder entitled to vote thereat, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them. Any report or certificate made by the inspector or inspectors shall be prima facie evidence of the facts stated and of the vote as certified by them.

Section 11. Action of the Shareholders Without Meetings. Any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of the shareholders.

ARTICLE III

Directors

Section 1. Number of Directors. The number of directors which shall constitute the entire Board of Directors shall be at least thirteen but not more than nineteen. The number of directors may be fixed from time to time by action of a majority of the entire Board of Directors or of the shareholders at an annual or special meeting, but the number of directors shall not be less than thirteen or more than nineteen at any time.

Section 2. Election and Term. The initial Board of Directors shall be elected by the incorporators and each initial director so elected shall hold office until the first annual meeting of shareholders and until his successor has been elected and qualified. Thereafter, each director who is elected at an annual meeting of shareholders, and each director who is elected in the interim to fill a vacancy or a newly created directorship, shall hold office until the next annual meeting of shareholders and until his successor has been elected and qualified.

Section 3. Filling Vacancies. Resignation and Removal Any director may tender his resignation at any time. Any director or the entire Board of Directors may be removed, with or without cause, by vote of the shareholders. In the interim between

annual meetings of shareholders or special meetings of shareholders called for the election of directors or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the resignation or removal of directors for cause or without cause, may be filled by the vote of a majority of the remaining directors then in office, although less than a quorum.

Section 4. Qualifications and Powers. Each director shall be at least eighteen years of age. At all times, a majority of the Board of Directors shall be citizens and residents of the United States. At all times, no less than three members of the Board of Directors shall be residents of the State of New York. The business of the Corporation shall be managed by the Board of Directors, subject to the provisions of the Certificate of Incorporation. In addition to the powers and authorities by the By-Laws expressly conferred upon it, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by the By-Laws directed or required to be exercised or done exclusively by the shareholders.

Section 5. Directors. The names and post office residence addresses of the directors who shall serve until the first annual meeting of the Corporation are as follows: Nan K. Bedesi, 1425 Eric Lane, East Meadow, NY 11554; Khemraj Rambaran, 315 Harman Street, Brooklyn, NY; Darmin Bachu, 150-07 84th Drive, Jamaica, NY 11432; Dharmdeo Singh, 88-17 208th Street, Queens Village, NY 11427; Rajendra Kumar Dyal, 271-04 78th Ave., New Hyde Park, NY 11040; Bhomwattee Singh, 105-26 76th Street, Ozone Park, NY 11417; Soorsatie Heraram, 168-33 Highland Ave., Jamaica, NY 11432; Baidwattie Bisnauth, 107-37 105th Street, Ozone Park, NY 11417; Khavita Devi Singh, 120-20 107th Avenue, Richmond Hill, NY 11419; Elizabeth Singh, 145-30 111th Avenue, Jamaica, NY 11435; Somatie Ramsunahai, 115-46 132nd Street, South Ozone Park, NY 11420; Bhamini Samaroo, 89-79 212th Street, Queens Village, NY 11427; Pratiksha Gosain, 105-26 76th Street, Ozone Park, NY 11417.

Section 6. Regular and Special Meetings of the Board. The Board of Directors may hold its meetings, whether regular or special, either within or without the State of

New York. The newly elected Board may meet at such place and time as shall be fixed by the vote of the shareholders at the annual meeting, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a majority of the entire Board shall be present, or they may meet at such place and time as shall be fixed by the consent in writing of all directors. Regular meetings of the Board may be held with or without notice at such time and place as shall from time to time be determined by resolution of the Board. Whenever the time or place of regular meetings of the Board shall have been determined by resolution of the Board, no regular meetings shall be held pursuant to any resolution of the Board altering or modifying its previous resolution relating to the time or place of the holding of regular meetings, without first giving at least three days written notice to each director, either personally or by telegram, or at least five days written notice to each director by mail, of the substance and effect of such new resolution relating to the time and place at which regular meetings of the board may thereafter be held without notice. Special meetings of the Board shall be held whenever called by the President, Vice-President, the Secretary or any director in writing. Notice of each special meeting of the Board shall be delivered personally to each director or sent by telegram to his residence or usual place of business at least three days before the meeting, or mailed to him to his residence or usual place of business at least five days before the meeting. Meetings of the Board, whether regular or special, may be held at any time and place, and for any purpose, without notice, when all the directors are present or when all directors not present shall, in writing, waive notice of and consent to the holding of such meeting. All or any of the directors may waive notice of any meeting and the presence of the director at any meeting of the Board shall be deemed a waiver of notice thereof by him. A notice, or waiver of notice, need not specify the purpose or purposes of any regular or special meeting of the Board.

Section 7. Quorum and Action. A majority of the entire Board of Directors shall constitute a quorum to transact business at any meeting. A majority of the directors present, whether or not they constitute a quorum, may adjourn a meeting to another time and place. Except as herein otherwise provided, and except as otherwise provided by the

New York Business Corporation Law, the vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 8. Telephonic Meetings. Any member or members of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. Any action without a meeting of the board shall be limited to those situations where time is of essence and not in lieu of a regularly scheduled meeting.

Section 10. Compensation of Directors. By resolution of the Board of Directors, the directors other than those who are officers of the Corporation, may be paid their expenses, if any, for attendance at each regular or special meeting of the Board or of any committee designated by the Board and may be paid a fixed sum for attendance at such meeting, or a stated salary as director, or both. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore, provided however that directors who are also salaried officers shall not receive fees or salaries as directors.

ARTICLE IV

Committees

Section 1. In General. The Board of Directors may, by resolution or resolutions passed by the affirmative vote therefore of a majority of the entire Board, designate an

Executive Committee and such other committees as the Board may from time to time determine, each to consist of three or more directors, and each of which, to the extent provided in the resolution or in the certificate of incorporation or in the By-Laws, shall have all the powers of the Board, except that no such Committee shall have power to fill vacancies in the Board, or to change the membership of or to fill vacancies in any Committee, or to make, amend, repeal or adopt By-Laws of the Corporation, or to submit to the shareholders any action that needs shareholder approval under the By-Laws or the New York Business Corporation Law, or to fix the compensation of the directors for serving on the Board or any committee thereof, or to amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. Each committee shall serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence of disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 2. Executive Committee. Except as otherwise limited by the Board of Directors or by the By-Laws, the Executive Committee, if so designated by the Board of Directors, shall have and may exercise, when the Board is not in session, all the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it. The Board shall have the power at any time to change the membership of the Executive Committee, to fill vacancies in it, or to dissolve it. The Executive Committee may make rules for the conduct of its business and may appoint such assistance as it shall from time to time deem necessary. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE V

Officers

Section 1. Designation, Term and Vacancies. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time deem necessary. Such officers may have and perform the powers and duties usually pertaining to their respective offices, the powers and duties respectively prescribed by law and by the By-Laws, and such additional powers and duties as may from time to time be prescribed by the Board.

The initial officers of the Corporation shall be appointed by the initial Board of Directors, each to hold office until the meeting of the Board of Directors following the first annual meeting of shareholders and until his successor has been appointed and qualified. Thereafter, the officers of the Corporation shall be appointed by the Board as soon as practicable after the election of the Board at the annual meeting of shareholders, and each officer so appointed shall hold office until the first meeting of the Board of Directors following the next annual meeting of shareholders and until his successor has been appointed and qualified. Any officer may be removed at any time, with or without cause, by the affirmative vote therefore of a majority of the entire Board of Directors. All other agents and employees of the Corporation shall hold office during the pleasure of the Board of Directors. Vacancies occurring among the officers of the Corporation shall be filled by the Board of Directors. The salaries of all officers of the Corporation shall be fixed by the Board of Directors.

Section 2. President. The President shall preside at all meetings of the shareholders and at all meetings of the Board of Directors at which he may be present. Subject to the direction of the Board of Directors, he shall be the chief executive officer of the Corporation, and shall have general charge of the entire business of the Corporation. He may sign certificates of stock and sign and seal bonds, debentures, contracts or other obligations authorized by the Board, and may, without previous authority of the Board, make such contracts as the ordinary conduct of the Corporation's business requires. He shall have the usual powers and duties vested in the President of a corporation. He shall have power to select and appoint all necessary officers and employees of the Corporation, except those selected by the Board of Directors, and to remove all such officers and employees except those selected by the Board of Directors,

and make new appointments to fill vacancies. He may delegate any of his powers to a Vice-President of the Corporation.

Section 3. Vice-President. A Vice-President shall have such of the President's powers and duties as the President may from time to time delegate to him, and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors. During the absence or incapacity of the President, the Vice-President, or, if there be more than one, the Vice-President having the greatest seniority in office, shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the responsibilities of the office of President.

Section 4. Treasurer. The Treasurer shall have custody of such funds and securities of the Corporation as may come to his hands or be committed to his care by the Board of Directors. Whenever necessary or proper, he shall endorse on behalf of the Corporation, for collection, checks, notes, or other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories, approved by the Board of Directors as the Board of Directors or President may designate. He may sign receipts or vouchers for payments made to the Corporation, and the Board of Directors may require that such receipts or vouchers shall also be signed by some other officer to be designated by them. Whenever required by the Board of Directors, he shall render a statement of his cash accounts and such other statements respecting the affairs of the Corporation as may be required. He shall keep proper and accurate books of account. He shall perform all acts incident to the office of Treasurer, subject to the control of the Board.

Section 5. Secretary. The Secretary shall have custody of the seal of the Corporation and when required by the Board of Directors, or when any instrument shall have been signed by the President duly authorized to sign the same, or when necessary to attest any proceedings of the shareholders or directors, shall affix it to any instrument requiring the same and shall attest the same with his signature, provided that the seal may be affixed by the President or Vice-President or other officer of the Corporation to any document executed by either of them respectively on behalf of the Corporation which does not require the attestation of the Secretary. He shall attend to the giving and serving

of notices of meetings. He shall have charge of such books and papers as properly belong to his office or as may be committed to his care by the Board of Directors. He shall perform such other duties as appertain to his office or as may be required by the Board of Directors.

Section 6. Delegation. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may temporarily delegate the powers or duties, or any of them, of such officer to any other officer or to any director.

ARTICLE VI

Stock

Section 1. Certificates Representing Shares. All certificates representing shares of the capital stock of the Corporation shall be in such form not inconsistent with the Certificate of Incorporation, these By-Laws or the laws of the State of New York and shall set forth thereon the statements prescribed by Section 508, and where applicable, by Sections 505, 616, 620, 709 and 1002 of the Business Corporation Law. Such shares shall be approved by the Board of Directors, and shall be signed by the President or a Vice-President and by the Secretary or the Treasurer and shall bear the seal of the Corporation and shall not be valid unless so signed and sealed. Certificates countersigned by a duly appointed transfer agent and/or registered by a duly appointed registrar shall be deemed to be so signed and sealed whether the signatures be manual or facsimile signatures and whether the seal be a facsimile seal or any other form of seal. All certificates shall be consecutively numbered and the name of the person owning the shares represented thereby, his residence, with the number of such shares and the date of issue, shall be entered on the Corporation's books. All certificates surrendered shall be canceled and no new certificates issued until the former certificates for the same number of shares shall have been surrendered and canceled, except as provided for herein.

In case any officer or officers who shall have signed or whose facsimile signature or signatures shall have been affixed to any such certificate or certificates, shall cease to be such officer or officers of the Corporation before such certificate or certificates shall

have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation, and may be issued and delivered as though the person or persons who signed such certificates, or whose facsimile signature or signatures shall have been affixed thereto, had not ceased to be such officer or officers of the Corporation.

Any restriction on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

Section 2. Fractional Share Interests. The Corporation, may, but shall not be required to, issue certificates for fractions of a share. If the Corporation does not issue fractions of a share, it shall (1) arrange for the disposition of fractional interests by those entitled thereto, (2) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (3) issue scrip or warrants in registered or bearer form which shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share shall, but scrip or warrants shall not, unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any distribution of the assets of the Corporation in the event of liquidation. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing full shares before a specified date, or subject to the condition that the shares for which scrip or warrants are exchangeable may be sold by the Corporation and the proceeds thereof distributed to the holders of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.

Section 3. Addresses of Shareholders. Every shareholder shall furnish the Corporation with an address to which notices of meetings and all other notices may be served upon or mailed to him, and in default thereof notices may be addressed to him at his last known post office address.

Section 4. Stolen, Lost or Destroyed Certificates. The Board of Directors may in its sole discretion direct that a new certificate or certificates of stock be issued in place of

any certificate or certificates of stock theretofore issued by the Corporation, alleged to have been stolen, lost or destroyed, and the Board of Directors when authorizing the issuance of such new certificate or certificates, may, in its discretion, and as a condition precedent thereto, require the owner of such stolen, lost or destroyed certificate or certificates or his legal representatives to give to the Corporation and to such registrar or registrars and/or transfer agent or transfer agents as may be authorized or required to countersign such new certificate or certificates, a bond in such sum as the Corporation may direct not exceeding double the value of the stock represented by the certificate alleged to have been stolen, lost or destroyed, as indemnity against any claim that may be made against them or any of them for or in respect of the shares of stock represented by the certificate alleged to have been stolen, lost or destroyed.

Section 5. Transfers of Shares. Upon compliance with all provisions restricting the transferability of shares, if any, transfers of stock shall be made only upon the books of the Corporation by the holder in person or by his attorney thereunto authorized by power of attorney duly filed with the Secretary of the Corporation or with a transfer agent or registrar, if any, upon the surrender and cancellation of the certificate or certificates for such shares properly endorsed and the payment of all taxes due thereon. The Board of Directors may appoint one or more suitable banks and/or trust companies as transfer agents and/or registrars of transfers, for facilitating transfers of any class or series of stock of the Corporation by the holders thereof under such regulations as the Board of Directors may from time to time prescribe. Upon such appointment being made all certificates of stock of such class or series thereafter issued shall be countersigned by one of such transfer agents and/or one of such registrars of transfers, and shall, not be valid unless so countersigned.

ARTICLE VII

Dividends and Finance

Section 1. Dividends. The Board of Directors shall have power to fix and determine and to vary, from time to time, the amount of the working capital of the Corporation before declaring any dividends among its shareholders, and to direct and

determine the use and disposition of any net profits or surplus, and to determine the date or dates for the declaration and payment of dividends and to determine the amount of any dividend, and the amount of any reserves necessary in their judgment before declaring any dividends among its shareholder, and to determine the amount of the net profits of the Corporation from time to time available for dividends.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the same as the calendar year.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Stock of Other Corporations. The Board of Directors shall have the right to authorize any director, officer or other person on behalf of the Corporation to attend, act and vote at meetings of the Shareholders of any corporation in which the Corporation shall hold stock, and to exercise thereat any and all rights and powers incident to the ownership of such stock, and to execute waivers of notice of such meetings and calls therefore; and authority may be given to exercise the same either on one or more designated occasions, or generally on all occasions until revoked by the Board. In the event that the Board shall fail to give such authority, such authority may be exercised by the President in person or by proxy appointed by him on behalf of the Corporation.

Any stocks or securities owned by this Corporation may, if so determined by the Board of Directors, be registered either in the name of this Corporation or in the name of any nominee or nominees appointed for that purpose by the Board of Directors.

Section 2. Books and Records. The Corporation shall keep its books and records within the State of New York.

Section 3. Notices. Whenever any notice is required by this charter to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed

postpaid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing.

Whenever any notice whatsoever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation or this Charter, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

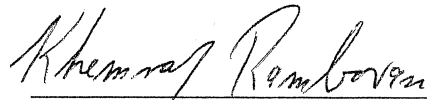
Section 4. Amendments. Except as otherwise provided herein, the By-Laws may be altered, amended or repealed, and By-Laws may be made at any annual meeting of the shareholders or at any special meeting thereof if notice of the proposed alteration, amendment or repeal of any By-Law or By-Laws to be made is contained in the notice of such special meeting, by the holders of a majority of the shares of stock of the Corporation outstanding and entitled to vote thereat or by a majority of the Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice of the proposed alteration, amendment or repeal, or By-Law or By-Laws to be made, be contained in the Notice of such Special Meeting.

DECLARATION OF INTENTION

STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)


Khemraj Rambaran, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 315 Harman Street, Brooklyn, NY 11237.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.



Khemraj Rambaran

Subscribed and sworn to before
me on this 23 day of Oct, 2008.



Notary Public

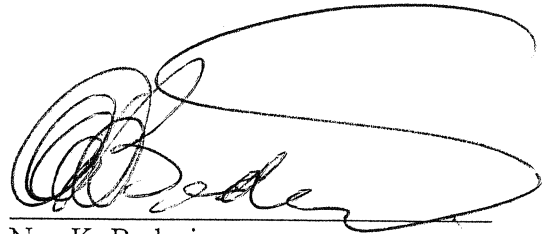
ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION

STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Nan K. Bedesi, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 1425 Eric Lane, East Meadow NY 11554.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.



Nan K. Bedesi

Subscribed and sworn to before
me on this 23 day of Oct, 2008.

Ena Persaud
Notary Public

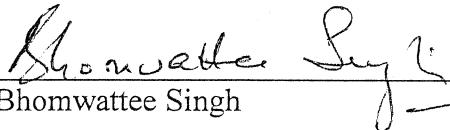
ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION


STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Bhomwattee Singh, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 105-26 76th Street, Ozone Park, NY 11417.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.


Bhomwattee Singh

Subscribed and sworn to before
me on this 03 day of Oct, 2008.



Notary Public


ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION

STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Darmin Bachu, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 150-07 84th Drive, Jamaica, NY 11432.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.



Darmin Bachu

Subscribed and sworn to before
me on this 23 day of Oct, 2008.



Notary Public

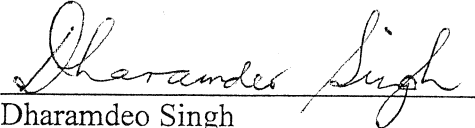
ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION

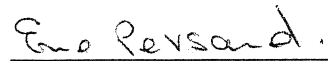
STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Dharamdeo Singh, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 88-17 208th Street, Queens Village, NY 11427.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.


Dharamdeo Singh

Subscribed and sworn to before
me on this 23 day of Oct, 2008.



Notary Public

ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION

STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Rajendra Kumar Dyal, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 271-04 78th Ave., New Hyde Park, NY 11040.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.

R. K. Dyal
Rajendra Kumar Dyal

Subscribed and sworn to before
me on this 23 day of Oct, 2008.

Ena Persaud
Notary Public

ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION

STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Soorsatie Heraram, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 168-33 Highland Ave., Jamaica, NY 11432.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.

Soorsatie Heraram
Soorsatie Heraram

Subscribed and sworn to before
me on this 23 day of Oct, 2008.

E. Persaud
Notary Public

ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION

STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Khavita Devi Singh, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 120-20 107th Avenue, Richmond Hill, NY 11419.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.

Khavita D. Singh
Khavita Devi Singh

Subscribed and sworn to before
me on this 23 day of Oct, 2008.

Eno Persaud
Notary Public

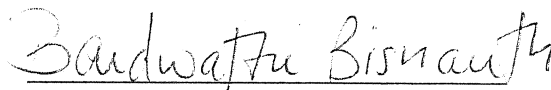
ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4886598
Qualified in Kings County
Commission Expires 01/26/2010

DECLARATION OF INTENTION


STATE OF NEW YORK)
) SS:
COUNTY OF QUEENS)

Baidwattie Bisnauth, being duly sworn, deposes and says as follows:

1. I am over 18 years of age and reside at 107-37 105th Street, Ozone Park, NY 11417.
2. I make this declaration pursuant to § 1201(a)(4)(B) of the Insurance Law.
3. I am one of the proposed Incorporators of Austin Liberty Insurance Company which corporation is intended to be formed with the intention of doing accident and health insurance business as defined under §1113(a)(3)(i) of the Insurance Law, fire insurance business as defined under §1113(a)(4) of the Insurance Law, collision insurance business as defined under §1113(a)(12) of the Insurance Law, personal injury liability insurance as defined under §1113(a)(13) of the Insurance Law, property damage liability insurance as defined under §1113(a)(14) of the Insurance Law and motor vehicle and aircraft physical damage insurance business as defined under §1113(a)(19) of the Insurance Law.
4. A copy of the Corporation's proposed Charter is attached hereto.


Baidwattie Bisnauth

Subscribed and sworn to before
me on this 23 day of Oct, 2008.



Notary Public

ENA PERSAUD
NOTARY PUBLIC, State of New York
No. 24-4836598
Qualified in Kings County
Commission Expires 01/26/2010

EXHIBIT “D”

DECLARATION OF INTENTION
AND CHARTER OF
AXEL INSURANCE COMPANY OF NEW YORK

We, the undersigned, each being a natural person of at least eighteen years of age and a majority of us being citizens and residents of the United States and at least two of us being residents of the State of New York, do hereby declare our intention to form a corporation for the purpose of doing the kinds of insurance business authorized by Paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22 and 24 of subsection (a) of Section 1113 of the Insurance Law of the State of New York, and do hereby adopt the following Charter, to wit:

CHARTER
OF
AXEL INSURANCE COMPANY OF NEW YORK

1. The name of the corporation (the "Corporation") shall be:

Axel Insurance Company of New York

2. The principal office of the Corporation shall be located in the County of New York, State of New York. The Corporation shall have the power to establish other offices in this State and elsewhere in the United States and in any part of the world and to conduct its business wherever authorized by law.

3. The Corporation shall be authorized to transact the kinds of insurance specified and defined in Paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 19, 20, 21, 22 and 24 of subsection (a) of Section 1113 of the Insurance Law of the State of New York, more particularly described as follows, as the same may be amended from time to time:

- (3) "Accident and health insurance," means (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to Article 9 of the Workers' Compensation Law of the State of New York, except as specified in item (ii) hereof; and (ii) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under

any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

(4) "Fire insurance," means insurance against loss of or damage to any property resulting from fire, including loss or damage incident to the extinguishment of a fire or to the salvaging of property in connection therewith.

(5) "Miscellaneous property insurance," means loss of or damage to property resulting from:

(A) lightning, smoke or smudge, windstorm, tornado, cyclone, earthquake, volcanic eruption, rain, hail, frost and freeze, weather or climatic conditions, excess or deficiency of moisture, flood, the rising of the waters of the ocean or its tributaries;

(B) insects, or blights, or disease of such property except animals;

(C) electrical disturbance causing or concomitant with a fire or an explosion in public service or public utility property;

(D) bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, any order of a civil authority made to prevent the spread of a conflagration, epidemic or catastrophe, vandalism or malicious mischief, strike or lockout, collapse from any cause, or explosion; but excluding any kind of insurance specified in Paragraph 9 of subsection (a) of Section 1113 of the Insurance Law of the State of New York, except insurance against loss of or damage to property resulting from:

(i) explosion of pressure vessels (except steam boilers of more than fifteen pounds pressure) in buildings designed and used solely for residential purposes by not more than four families,

(ii) explosion of any kind originating outside of the insured building or outside of the building containing the property insured,

(iii) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets, or

(iv) electrical disturbance causing or concomitant with an explosion in public service or public utility property; or

(E) lateral or vertical subsidence of the earth caused by past or present mining operations.

(6) "Water damage insurance," means insurance against loss or damage by water or other fluid or substance to any property resulting from the breakage or leakage of sprinklers, pumps or other apparatus erected for extinguishing fires or of water pipes or other conduits or containers, or resulting from casual water entering through leaks or openings in buildings or by seepage through building walls, but excluding loss or damage resulting from flood or the rising of the waters of the ocean or its tributaries; and including insurance against accidental injury of such sprinklers, pumps, fire apparatus, conduits or containers.

(7) "Burglary and theft insurance," means:

(A) Insurance against loss of or damage to any property resulting from burglary, theft, larceny, robbery, forgery, fraud, vandalism, malicious mischief, confiscation or wrongful conversion, disposal or concealment by any person, or from any attempt thereof;

(B) Insurance against loss of or damage to moneys, coins, bullion, securities, notes, drafts, acceptances or any other valuable papers or documents, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail;

(C) Insurance of individuals by means of an all-risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise; and

(D) Insurance covering a ransom or reward payment incurred as the result of an abduction or the theft

of property; travel and lodging expense and lost wages incurred as the result of an act or threatened act of violence; expense incurred to locate or identify a missing or abducted person; or other expenses to respond to a violent act or threatened act or to prevent a reoccurrence thereof.

(8) "Glass insurance," means insurance against loss of or damage to glass and its appurtenances resulting from any cause.

(9) "Boiler and machinery insurance," means insurance against loss of or damage to any property of the insured, resulting from explosion of or injury to:

(A) any boiler, heater, or other fired pressure vessel;

(B) any unfired pressure vessel;

(C) pipes or containers connected with any such boilers or vessels;

(D) any engine, turbine, compressor, pump or wheel;

(E) any apparatus generating, transmitting or using electricity; or

(F) any other machinery or apparatus connected with or operated by any such boilers, vessels or machines; and including the incidental power to make inspections of, and issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise.

(10) "Elevator insurance," means insurance against loss of or damage to any property of the insured, resulting from ownership, maintenance or use of elevators, except loss or damage by fire.

(11) "Animal insurance," means insurance against loss of or damage to any domesticated or wild animal resulting from any cause.

(12) "Collision insurance," means insurance against loss of or damage to any property of the insured resulting from collision of any other object with such property, but excluding

collision to or by elevators, or to or by vessels, craft, piers or other instrumentalities of ocean or inland navigation.

(13) "Personal injury liability insurance," means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability (including the insurer's obligation to pay medical, hospital, surgical and disability benefits to injured persons, and funeral and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of legal liability of the insured), arising out of death or injury of any person, or arising out of injury to the economic interests of any person, as the result of negligence in rendering expert, fiduciary or professional service, but excluding any kind of insurance specified in Paragraph 15 of subsection (a) of Section 1113 of the Insurance Law of the State of New York except insurance to protect an insured against liability for indemnification or contribution to a third party held responsible for injury to the insured's employee arising out of and in the course of employment when such insurance is written pursuant to Paragraph 13 of subsection (a) of Section 1113 of the Insurance Law of the State of New York and not written pursuant to Paragraph 15 of subsection (a) of Section 1113 of the Insurance Law of the State of New York.

(14) "Property damage liability insurance," means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability, arising out of the loss or destruction of, or damage to, the property of any other person, but not including any kind of insurance specified in Paragraph 13, 15 or 28 of subsection (a) of Section 1113 of the Insurance Law of the State of New York.

(15) "Workers' compensation and employers' liability insurance," means insurance against the legal liability, under common law or statute or assumed by contract, of any employer for the death or disablement of, or injury to, his employee, including volunteer firefighters' benefit insurance provided pursuant to the volunteer firefighters' benefit law and including volunteer ambulance workers' benefit insurance provided pursuant to the volunteer ambulance workers' benefit law.

(16) "Fidelity and surety insurance," means:

(A) Guaranteeing the fidelity of persons holding positions of public or private trust; and indemnifying

banks, thrifts, brokers and other financial institutions against loss of money, securities, negotiable instruments, other specified valuable papers and tangible items of personal property caused by larceny, misplacement, destruction or other stated perils including loss while being transported in an armored motor vehicle or by messenger; and insurance for loss caused by the forgery of signatures on, or alteration of, specified documents and valuable papers;

(B) Insurance against losses that financial institutions become legally obligated to pay by reason of loss of customers' property from safe deposit boxes;

(C) Any contract bond; including a bid, payment or maintenance bond or a performance bond where the bond is guaranteeing the execution of any contract other than a contract of indebtedness or other monetary obligation;

(D) An indemnity bond for the benefit of a public body, railroad or charitable organization; a lost security or utility payment bond;

(E) Becoming surety on, or guaranteeing the performance of, any lawful contract, not specifically provided for in Paragraph 16 of subsection (a) of Section 1113 of the Insurance Law of the State of New York, but does not include becoming surety on, or guaranteeing the performance of:

- (i) any insurance contract except as authorized pursuant to Section 1114 of Article 11 of the Insurance Law of the State of New York;
- (ii) any contract, if becoming surety on, or guaranteeing the performance of that contract, would constitute:
 - a. mortgage guaranty insurance as defined in subsection (a) of Section 6501 of Chapter 28 of the Consolidated Laws of the State of New York;

- b. financial guaranty insurance as defined in subsection (a) of Section 6901 of Chapter 28 of the Consolidated Laws of the State of New York; or
- c. service contract reimbursement insurance as defined in Paragraph 28 of subsection (a) of Section 1113 of the Insurance Law of the State of New York;

(F) Becoming surety on, or guaranteeing the performance of, bonds and undertakings required or permitted in all judicial proceedings or otherwise by law allowed, including surety bonds accepted by states and municipal authorities in lieu of deposits as security for the performance of insurance contracts;

(G) Becoming surety on, or guaranteeing the performance of, any agreement for the lease or rental of non-residential real property or tangible personal property, provided that the obligation of the insurer shall not exceed a period of five years, and the bond is not issued directly or indirectly in connection with the sale of securities, a pooling of financial assets or a credit default swap as defined by Article 69 of Chapter 28 of the Consolidated Laws of the State of New York;

(H) Becoming surety on, or guaranteeing the performance of, a contract of indebtedness or other monetary obligation where: (i) the aggregate gross principal, interest, and other amounts of indebtedness or other monetary obligations of any obligor whose obligations are guaranteed by the insurer under all bonds issued to that obligor pursuant to subparagraph (H) of Paragraph 16 of subsection (a) of Section 1113 of the Insurance Law of the State of New York by the insurer does not exceed ten million dollars; and (ii) the bond is not issued directly or indirectly in connection with the sale of securities, a pooling of financial assets, or a credit default swap as defined by Article 69 of Chapter 28 of the Consolidated Laws of the State of New York; and (iii) the bond by its terms terminates upon any sale or other transfer of the insured obligation in connection with the sale of

securities, a pooling of financial assets, or a credit default swap as defined by Article 69 of Chapter 28 of the Consolidated Laws of the State of New York;

(I) A depository bond that insures deposits in financial institutions to the extent of the excess over the amount insured by the Federal Deposit Insurance Corporation; and

(J) Becoming surety on, or guaranteeing the performance of, a bond, which shall not exceed a period greater than five years, that guarantees the payment of a premium, deductible, or self-insured retention to an insurer issuing a workers' compensation or liability policy.

"Fidelity" insurance shall have the meaning herein set forth in subparagraphs (A) and (B) of Paragraph 16 of subsection (a) of Section 1113 of the Insurance Law of the State of New York.

(17) "Credit insurance," means:

(A) Indemnifying merchants or other persons extending credit against loss or damage resulting from non-payment of debts owed to them, for goods and services provided in the normal course of their business, including the incidental power to acquire and dispose of debts so insured, and to collect any debts owed to such insurer or to the insured, but no insurance may be written as credit insurance if it falls within the definition of financial guaranty insurance as set forth in Paragraph 1 of subsection (a) of Section 6901 of Chapter 28 of the Consolidated Laws of the State of New York;

(B) Indemnifying any person for expenses disbursed or to be disbursed under a contract in connection with the cancellation of a catered affair;

(C) Indemnifying any person for tuition expenses disbursed or to be disbursed under a contract in connection with his dismissal or withdrawal from an educational institution; or indemnifying elementary or secondary schools, whether public, private, profit or non-profit, providing education in consideration of a tuition charge or fee against loss or damage in the event of non-

payment of the tuition charges or fees of a student or pupil dismissed, withdrawn or leaving before the end of the school year for which the insurance is written. An educational institution may not require any person responsible for the payment of a student's or pupil's tuition charge or fee to pay for tuition refund insurance;

(D) Indemnifying an adoptive parent for verifiable expenses not prohibited under the law paid to or on behalf of the birth mother when either one or both of the birth parents of the child withdraw or withhold their consent to adoption. Such expenses may include maternity-connected medical or hospital expenses of the birth mother, necessary living expenses of the birth mother preceding and during confinement, travel expenses of the birth mother to arrange for the adoption of the child, legal fees of the birth mother, and any other expenses which an adoptive parent may lawfully pay to or on behalf of the birth mother. For the purposes of this subparagraph, "adoptive parent" means the parent or his or her spouse seeking to adopt a child, "birth mother" means the biological mother of the child, "birth parent" means the biological mother or biological father of the child; or

(E) Indemnifying professional sports participants (including any person who participates or expects to participate as a player, coach, manager, trainer, physician or other person directly associated with a player or a team) under contract or the teams with which the contract is made, entertainers under contract to perform or the entities with which the contract is made, or business executives under an employment contract or the entities with which the contract is made, where contracts between such persons and teams or entities cannot be fulfilled due to a sports participant's, entertainer's or business executive's death, personal injury by accident, sickness, ailment or bodily injury that causes disability, where such indemnification is for the amount of financial loss that is sustained by the insured party or parties due to the inability to fulfill the terms of the contract.

(19) "Motor vehicle and aircraft physical damage insurance," means insurance against loss of or damage to motor vehicles or aircraft and their equipment resulting from any cause; and insurance reimbursing a driver for costs including replacement

car rental, commercial transportation and accommodations resulting from an automobile accident or mechanical breakdown occurring fifty miles or more from the driver's principal place of residence or garaging.

(20) "Marine and inland marine insurance," means insurance against any and all kinds of loss of or damage to:

(A) Vessels, hulls, craft, aircraft, cars, automobiles, trailers and vehicles of every kind, and all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stones, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks;

(B) Person or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either, arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds nor insurance against loss by reason of bodily injury to the person arising out of ownership, maintenance or use of automobiles);

(C) Precious stones, jewels, jewelry, gold, silver and other precious metals, whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise; and

(D) Bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their improvements and betterments, furniture and furnishings, fixed contents and supplies held in storage), including auxiliary facilities and equipment attendant

thereto; piers, wharves, docks and slips; other aids to navigation and transportation, including dry docks and marine railways.

"Inland marine" insurance shall not include insurance of vessels, crafts, their cargoes, marine builders' risks, or other similar risks, commonly insured only under ocean marine policies.

(21) "Marine protection and indemnity insurance," means insurance against, or against legal liability of the insured for, loss, damage or expenses arising out of, or incident to, the ownership, operation, chartering, maintenance, use, repair or construction of any vessel, craft or instrumentality in use in ocean or inland waterways, including liability of the insured for personal injury, illness or death or for loss of or damage to the property of another person.

(22) "Residual value insurance" means insurance issued in connection with a lease or contract which sets forth a specific termination value at the end of the term of the lease or contract for the property covered by such lease or contract, and which insures against loss of economic value of tangible personal property or real property or improvements thereto except loss due to physical damage to property, excluding any lease or contract that falls within the definition of financial guaranty insurance as set forth in Paragraph 1 of subsection (a) of Section 6901 of Chapter 28 of the Consolidated Laws of the State of New York.

(24) "Credit unemployment insurance" means insurance on a debtor in connection with a specified loan or other credit transaction within the State of New York to provide payments to a creditor in the event of unemployment of the debtor for the installments or other periodic payments becoming due while a debtor is unemployed.

4. (a) The Corporation shall have full power and authority (i) to cede reinsurance of any risks taken by it and (ii) to assume by way of reinsurance risks taken by other insurers or reinsurers.

(b) In addition to the power to engage in any kind or kinds of business(es) other than that of an insurance business which is specifically conferred by the provisions of the Insurance Law of the State of New York, the Corporation may engage in such other kind or kinds of business(es) to the extent necessarily or properly incidental to the kind or kinds of insurance business(es) which the Corporation is authorized to conduct in the State of New York.

5. The manner in which the corporate powers of the Corporation shall be exercised are through a Board of Directors and through such officers, employees and agents of the Corporation as the Board of Directors of the Corporation shall empower in accordance with this Charter and the By-Laws of the Corporation.

6. (a) The number of directors of the Corporation shall be fixed in accordance with the By-Laws of the Corporation, but at no time shall the number of directors of the Corporation be less than thirteen (13) or more than twenty-one (21).

(b) Each director of the Corporation shall be at least eighteen years of age. At all times, a majority of the directors of the Corporation shall be citizens and residents of the United States and not less than two of the directors of the Corporation shall be residents of the State of New York. No director of the Corporation shall be required to own any shares of the capital stock of the Corporation.

(c) The directors of the Corporation shall be elected at the annual meeting of the shareholders of the Corporation by a plurality of the votes cast at such meeting.

(d) All directors of the Corporation elected at the annual meeting of the shareholders of the Corporation shall take office immediately upon election and shall hold such office until the next annual meeting of the shareholders of the Corporation and until their successor(s) shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner provided in this Charter or the By-Laws of the Corporation. Any director of the Corporation may be removed, either with or without cause, at any time by the affirmative vote of a majority in interest of the holders of record of the stock of the Corporation having voting power at an annual meeting or at a special meeting of the shareholders of the Corporation called for such purpose; and the vacancy in the Board of Directors caused by any such removal may be filled by the shareholders of the Corporation at such meeting or by the Board of Directors in the manner provided in subparagraph (e) below.

(e) Any vacancy in the Board of Directors caused by death, resignation, removal (whether or not for cause), disqualification, an increase in the number of directors or any other cause may be filled by the majority vote of the remaining directors of the Corporation at the next regular meeting or any special meeting of the Board of Directors called for that purpose. Each director so elected shall hold office for the unexpired term, or for such lesser term as may be designated by the Board of Directors, and until his/her successor shall be duly elected and qualified, or until his/her death or until he/she shall resign or shall have been removed in the manner provided in this Charter or the By-Laws of the Corporation.

7. (a) The annual meeting of the shareholders of the Corporation shall be held on the second Tuesday in April of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day not a legal holiday at such time and such place within or without the State of New York as shall be fixed by the Board of Directors.

(b) Except as otherwise provided by law, each shareholder of the Corporation shall be entitled at each meeting of the shareholders of the Corporation to one vote, in person or by proxy, for each share of the capital stock of the Corporation entitled to vote at such meeting so held by such shareholder.

8. (a) The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. In addition, the Corporation may also provide in its By-Laws for the creation of other offices, the method of election thereto, the method of removal therefrom, and the filling of vacancies therein.

(b) The officers of the Corporation shall be elected annually by the Board of Directors of the Corporation at its first meeting after each annual meeting of the shareholders of the Corporation or any other regular or special meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death or until he/she shall have resigned or shall have become disqualified or shall have been removed in the manner provided in the By-Laws.

(c) Any number of offices may be held by the same person except the offices of President and Secretary.

9. The fiscal year of the Corporation shall begin on the first day of January and shall terminate on the last day of December in each year.

10. The names and post office residence addresses of the directors of the Corporation who shall serve until the first annual meeting of the shareholders of the Corporation are as follows:

<u>Name</u>	<u>Residence Address</u>
Sin H. Chai	249-25 Van Zandt Avenue Little Neck, NY 11362
Suan Lee Cheah	Apartment 3A 377 Rector Place New York, NY 10286
Ewe See Khoo	Apartment 3A 377 Rector Place New York, NY 10286
Kenneth Kim	30 Teal Point Road Scarborough, ME 04074

Kevin Yun Kim	Apartment PL-10 100 Old Palisade Road Fort Lee, NJ 07024
Peiru Wen Kim	Apartment PL-10 100 Old Palisade Road Fort Lee, NJ 07024
Lawrence Lo	207 Shore Road Douglaston, NY 11363
Robert F. Mills	21 Emma Oakley Mills Way Mashpee, MA 02649
Yoke T. Ng	249-25 Van Zandt Avenue Little Neck, NY 11362
David Styfco	34 Wanda Drive Beacon Falls, CT 06403
Bradford T. White	23 Bretton Road Dover, MA 02030
Peiyu Wen	274 Makaweli Place Honolulu, HI 96825
Jing Xie	207 Shore Road Douglaston, NY 11363

11. The amount of the authorized capital of the Corporation shall be Two Million Fifty Thousand Dollars (\$2,050,000.00) and shall consist of 2,050 shares having a par value of \$1,000.00 per share. There shall be only one class of capital stock of the Corporation.

12. The duration of the Corporation shall be perpetual.

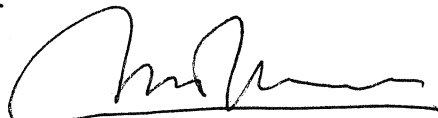
13. No director shall be personally liable to the Corporation or any of its shareholders for damages for any breach of duty as a director; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or any violation of the Insurance Law of the State of New York or a knowing violation of any other law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

14. The Corporation shall, to the fullest extent and in the manner permitted by the laws of the State of New York, as the same may be amended from time to time, indemnify any

person made, or threatened to be made, a party to any action or proceeding, by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Corporation or, being an officer or director of the Corporation, is or was serving any other corporation of any type or kind, domestic or foreign, in any capacity at the request of the Corporation. The provisions of this paragraph shall not adversely affect any right to indemnification which any person may have apart from the provisions of this paragraph.

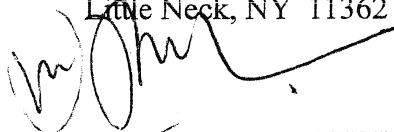
IN WITNESS WHEREOF, we have subscribed our names hereto on the dates set forth below opposite each of our respective signatures.

06/22, 2007



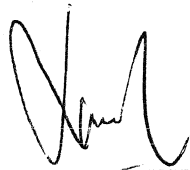
SIN H. CHAI, 249-25 Van Zandt Avenue
Little Neck, NY 11362

6/22, 2007



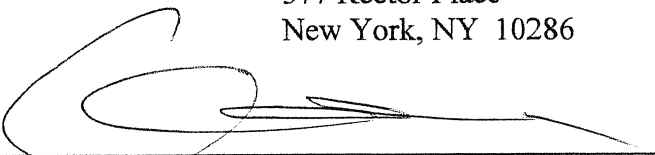
SUAN LEE CHEAH, Apartment 3A
377 Rector Place
New York, NY 10286

6-22, 2007




EWE SEE KHOO, Apartment 3A
377 Rector Place
New York, NY 10286

6-22, 2007



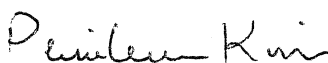
KENNETH KIM, 30 Teal Point Road
Scarborough, ME 04074

6-22, 2007



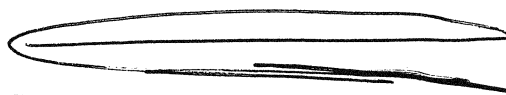
KEVIN YUN KIM, Apartment PL-10
100 Old Palisade Road
Fort Lee, NJ 07024

June 22, 2007




PEIRU WEN KIM, Apartment PL-10
100 Old Palisade Road
Fort Lee, NJ 07024

6/22, 2007



LAWRENCE LO, 207 Shore Road
Douglaston, NY 11363

6/22, 2007



YOKE T. NG, 249-25 Van Zandt Avenue
Little Neck, NY 11362

6/22, 2007



JING XIE, 207 Shore Road
Douglaston, NY 11363

STATE OF NEW YORK)
) SS.:
COUNTY OF QUEENS)

On the 22 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared SIN H. CHAI, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9185250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) SS.:
COUNTY OF QUEENS)

On the 22 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared SUAN LEE CHEAH, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9185250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) SS.:
COUNTY OF QUEENS)

On the 22 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared EWE SEE KHOO, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9185250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

On the 22 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared KENNETH KIM, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9185250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

On the 21 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared KEVIN YUN KIM, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9185250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

On the 21 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared PEIRU WEN KIM, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9185250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

On the 20 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared LAWRENCE LO, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9186250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

On the 21 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared YOKE T. NG, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9186250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011

STATE OF NEW YORK)
) ss.:
COUNTY OF QUEENS)

On the 21 day of June, 2007, before me, the undersigned, a Notary Public in and for said state, personally appeared JING XIE, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

JOSEPH STERNSCHEIN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 02ST9186250
QUALIFIED IN NASSAU COUNTY
COMMISSION EXPIRES JAN. 31, 2011



STATE OF NEW YORK
INSURANCE DEPARTMENT
ONE COMMERCE PLAZA
ALBANY, NEW YORK 12257

David A. Paterson
Governor

Eric R. Dinallo
Superintendent

August 5, 2008

Mr. Lawrence Lo
Axel Insurance Company of New York
194 Grand Street, Suite 2
New York, NY 10013

Re: Axel Insurance Company of New York
Application for Licensing

Dear Mr. Lo:

This is in response to your letter of July 8, 2008 requesting a one (1) year extension of the time in which to complete the licensing of Axel Insurance Company of New York pursuant to Section 1203 of the New York Insurance Law.

You state that because of the current conditions in the insurance/financial markets you desire to wait until a later date to proceed with licensing.

In response to your request, the time period in which the licensing of Axel Insurance Company of New York must be completed has been extended for an additional period of one year from the date of July 18, 2008. If we hear nothing further from you before that time we will close the application for licensing and request liquidation and dissolution of the company as required by Section 1203 of the New York Insurance Law.

Very truly yours,

A handwritten signature in cursive script, appearing to read "NES".

Nancy E. Schoep
Supervising Attorney
Office of General Counsel
(518) 474-6623

nes:nep

EXHIBIT “E”

**DECLARATION OF INTENTION AND CHARTER OF
MAJESTIC INSURANCE COMPANY OF NEW YORK
UNDER SECTION 1201 OF THE
INSURANCE LAW OF THE STATE OF NEW YORK**

We, the undersigned, all being natural persons of the age of eighteen years or over, and at least a majority of us being citizens and residents of the United States, and at least two of us being residents of the State of New York, do hereby declare our intention to form a stock property/casualty insurance corporation for the purpose of transacting the kind of insurance business authorized by Paragraph 15 of Section 1113(a) of the Insurance Law of the State of New York, and for that purpose do adopt the following charter:

**CHARTER OF
MAJESTIC INSURANCE COMPANY OF NEW YORK**

Article I. Corporate Name. The name of the Corporation shall be:

Majestic Insurance Company of New York

Article II. Place of Business. The principal office of the Corporation shall be located in the County of Dutchess, State of New York. The Corporation shall have the power to establish other offices in this State and elsewhere in the United States and in any part of the world and to conduct its business wherever authorized by law.

Article III. Purposes of the Corporation. (A) The kind of insurance to be transacted by the Corporation is workers' compensation and employers' liability insurance, as defined in Paragraph 15 of Section 1113(a) of the Insurance Law of the State of New York as follows:

(15) "Workers' compensation and employers' liability insurance," means insurance against the legal liability, under common law or statute or assumed by contract, of any employer for the death or disablement of, or injury to, his employee, including volunteer firefighters' benefit insurance provided pursuant to the volunteer firefighters' benefit law and including volunteer ambulance workers' benefit insurance provided pursuant to the volunteer ambulance workers' benefit law.

(B) (a) Engage in such business in which the Corporation may be authorized to engage pursuant to any amendment to Paragraph 15 of Section 1113(a) of the Insurance Law of the State of New York which may be hereafter adopted; and (b) engage in any other kind or kinds of business to the extent reasonably ancillary or necessarily or properly incidental to the kinds of insurance business which the Corporation is so authorized to do.

The Corporation shall also have all other rights, powers and privileges now or hereafter authorized or granted by the Insurance Law of the State of New York or any other law to stock property/casualty insurance companies having power to do the kinds of business hereinabove referred to and any and all other rights, powers and privileges of a corporation, as the same may now or hereafter be declared or granted by applicable law.

The Board of the Corporation is authorized to permit policyholders of the Corporation from time to time to participate in the profits of its operations through the payment of dividends to policyholders.

Article IV. Annual Meeting of Shareholders. The annual meeting of the shareholders of the Corporation for the election of directors and for the transaction of such other business as properly may come before such meeting shall be held on the second Tuesday of May of each year at such place, either within or without the State of New York, as may be fixed from time to time by resolution of the Board and set forth in the notice or waiver of notice of the meeting.

Article V. Corporate Powers. (A) The business of the Corporation shall be managed under the direction of its Board, by committees thereof and by such officers and agents as the Board or such committees may empower.

The Board shall consist of not less than 13 directors (except for vacancies temporarily unfilled) nor more than 21 directors, as may be determined by the Board by resolution adopted by a majority of the authorized number of directors immediately prior to such determination.

The Board shall have power to make and prescribe such By-Laws, rules and regulations for the transaction of the business of the Corporation and the conduct of its affairs not inconsistent with the laws of the State of New York and this Charter, as may be deemed expedient, and to amend or repeal such By-Laws, rules and regulations, except as otherwise provided in such By-Laws.

The Board shall have the power to declare by By-Laws what number of directors shall constitute a quorum for the transaction of business.

Article VI. Election of Directors and Officers. (A) The directors of the Corporation shall be elected by the shareholders as prescribed by law and the By-Laws of the Corporation. Each director shall be at least 18 years old, at all times a majority of the directors shall be citizens and residents of the United States and not less than two shall be residents of the State of New York. The officers of the Corporation shall be elected or appointed as provided in the By-Laws of the Corporation. Officers shall have such powers and perform such duties as may be authorized by the By-Laws or by or pursuant to authorization of the Board.

Any or all of the directors may be removed at any time, either for or without cause, by vote of the shareholders.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board shall be filled by vote of the shareholders or by majority vote of the Board.

Article VII. Liability of Directors. No director shall be personally liable to the Corporation or any of its shareholders for damages for any breach of duty as a director; provided that the foregoing provision shall not eliminate or limit the liability of a director if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or any violation of the Insurance Law or a knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Article VIII. Stock. The amount of capital of the Corporation shall be \$600,000 and shall consist of 60,000 authorized shares of Common Stock, par value \$10.00 per share.

Article IX. Duration. The duration of the Corporation shall be perpetual.

Article X. Name of First Directors. The following named persons shall be the first directors of the Corporation who shall serve until the first annual meeting of the Corporation:

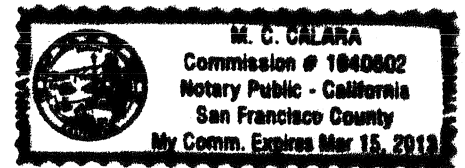
<u>Name</u>	<u>Post Office Residence Address</u>
JOHN V. HERNANDEZ	5046 Staghorn Drive, Vallejo, CA 94591
DANIEL G. HICKEY, SR.	22 Cove Road, Rhinebeck, NY 12572
KEVIN J. MCGRATH	154 Kipling Drive, Mill Valley, CA 94941
TODD THEODORA	1 Le Mans, Newport Coast, CA 92657
CHESTER J. WALCZYK	3714 Hamptonbrook Drive, Hamburg, NY 14075
JAMES J. SCARDINO	14 Aberdeen Road, Wellesley, MA 02482
THOMAS J. SPENDLEY	17 Dolly Lane, Lagrangeville, NY 12540
JOSEPH TAYLOR	23 Carrington Court, Salt Point, NY 12578

ROBERT POLANSKY
NORA S. GREATHOUSE
DONALD R. BELLINGER
MICHAEL W. BOURNE
JOHN HOESTERMAN

115 Farley Road, Short Hills, NJ 07078
1848 Mento Drive, Fremont CA 94539
1622 Landmark Drive, Vallejo, CA 94591
639 Coventry Road, Kensington, CA 94707
9607 Sandrock Road, Eden NY 14057

In Witness Whereof, we have hereunto subscribed our hands on this 7th
day of MAY, 2009.

Michael Bourne
Herrandez



State of California County of

San Francisco

Subscribed and sworn to (or affirmed)

before me on this 7th day of May, 2009, by

Michael W. Bourne John V. Hernandez

proved to me on the basis of satisfactory evidence
to be the person(s) who appeared before me.

Signature M. C. Calara

(Seal)

Subscribed and sworn to before me this _____ day of _____, 2009.

(Notary Public)

My commission Expires _____

ROBERT POLANSKY
NORA S. GREATHOUSE
DONALD R. BELLINGER
MICHAEL W. BOURNE
JOHN HOESTERMAN

115 Farley Road, Short Hills, NJ 07078
1848 Mento Drive, Fremont CA 94539
1622 Landmark Drive, Vallejo, CA 94591
639 Coventry Road, Kensington, CA 94707
9607 Sandrock Road, Eden NY 14057

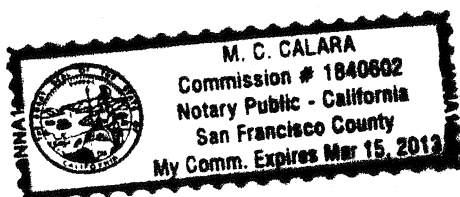
In Witness Whereof, we have hereunto subscribed our hands on this 6th
day of MAY, 2009.

Donald R. Bellinger

State of California County of
San Francisco
Subscribed and sworn to (or affirmed)
before me on this 6th day of May, 2009, by
Donald R. Bellinger
proved to me on the basis of satisfactory evidence
to be the person(s) who appeared before me.
Signature M. Calara
(Seal)

MCC 5/6/09

Subscribed and sworn to before me this _____ day of _____, 2009.



(Notary Public)

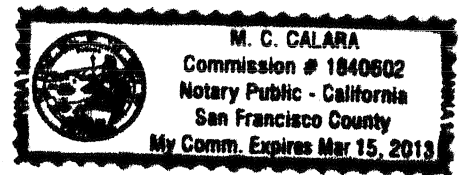
My commission Expires _____

ROBERT POLANSKY
NORA S. GREATHOUSE
DONALD R. BELLINGER
MICHAEL W. BOURNE
JOHN HOESTERMAN

115 Farley Road, Short Hills, NJ 07078
1848 Mento Drive, Fremont CA 94539
1622 Landmark Drive, Vallejo, CA 94591
639 Coventry Road, Kensington, CA 94707
9607 Sandrock Road, Eden NY 14057

In Witness Whereof, we have hereunto subscribed our hands on this 7th
day of May, 2009.

Kevin McGrath



State of California County of

San Francisco

Subscribed and sworn to (or affirmed)

before me on this 7th day of May, 2009, by

Kevin McGrath

proved to me on the basis of satisfactory evidence
to be the person(s) who appeared before me.

Signature M C Calara

(Seal)

Subscribed and sworn to before me this _____ day of _____, 2009.

(Notary Public)

My commission Expires _____

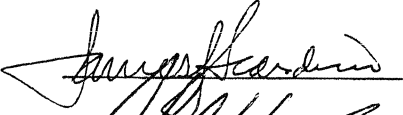
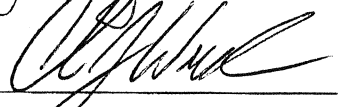
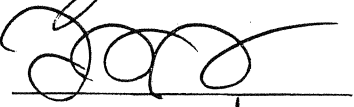
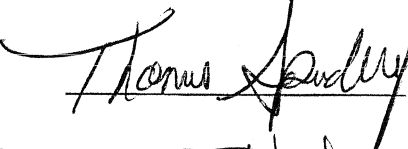
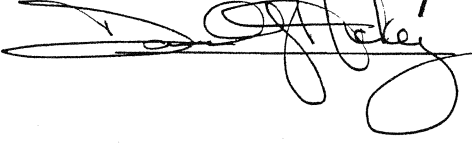
may 5/7/09

ROBERT POLANSKY
NORA S. GREATHOUSE
DONALD R. BELLINGER
MICHAEL W. BOURNE
JOHN HOESTERMAN

115 Farley Road, Short Hills, NJ 07078
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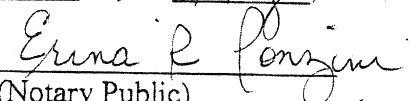
In Witness Whereof, we have hereunto subscribed our hands on this
day of May, 2009.

15th

Subscribed and sworn to before me this 15th day of May, 2009.

ERINA R. PONZINI
Notary Public, State of New York
No. 02PO6025031
Qualified in Putnam County
Term Expires May 17, 2011


(Notary Public)

My commission Expires May 17, 2011

EXHIBIT “F”



EXPECT MORE FROM MAJESTIC.

April 6, 2010

Nancy Schoep, Esq.
Office of General Counsel
State of New York Insurance Department
One Commerce Plaza
Albany, NY 12257

RE: Dissolution of Majestic Insurance Company of New York

Dear Ms. Schoep:

Majestic Insurance Company of New York (the "Company") was incorporated in New York on June 18, 2009. Please be advised that the Company no longer intends to pursue licensure as a New York domestic insurer. As such, the Company hereby requests that it be dissolved.

If anything else is required for this purpose, please advise our representative, Westmont Associates, Inc. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "James Scardino", written over a horizontal line.

James J. Scardino
President and CEO

cc: Westmont Associates, Inc.

EXHIBIT “G”

DECLARATION OF INTENTION

AND CHARTER

OF

MBL PROPERTY AND CASUALTY INSURANCE COMPANY

We, the undersigned, each being a natural person of at least eighteen years of age and a majority of us being citizens and residents of the United States and at least three of us being residents of the State of New York, do hereby declare our intention to form a corporation for the purpose of doing the kinds of insurance business authorized by paragraphs 3, 4, 5, 6, 7, 8, 9, 10, 12, 13, 14, 15, 17, 19, 20, and 25 of Section 1113(a) of the Insurance Law of the State of New York, and do hereby adopt the following Charter, to wit:

Section 1. The name of this corporation shall be MBL Property and Casualty Insurance Company.

Section 2. The principal office of this corporation shall be located in the City of New York, County of New York, and State of New York.

Section 3. The kinds of insurance to be transacted by the corporation shall be Property and Casualty Insurance, as more particularly described in Paragraph (a) of Section 1113 of the Insurance Law of the State of New York, as follows:

(3) "Accident and health insurance," means (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (ii) hereof; and (ii) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date.

(4) "Fire Insurance", means insurance against loss of or damage to any property resulting from fire, including loss or damage incident to the extinguishment of a fire or to the salvaging of property in connection therewith.

(5) "Miscellaneous property insurance", means loss of or damage to property resulting from:

(A) lightning, smoke or smudge, windstorm, tornado, cyclone, earthquake, volcanic eruption, rain, hail, frost and freeze, weather or climatic conditions, excess or deficiency of moisture, flood, the rising of the waters of the ocean or its tributaries;

(B) insects, or blights, or disease of such property except animals;

(C) electrical disturbance causing or concomitant with a fire or an explosion in public service or public utility property;

(D) bombardment, invasion, insurrection, riot, civil war or commotion, military or usurped power, any order of a civil

authority made to prevent the spread of a conflagration, epidemic or catastrophe, vandalism or malicious mischief, strike or lockout, collapse from any cause, or explosion; but excluding any kind of insurance specified in paragraph nine hereof, except insurance against loss of or damage to property resulting from:

(i) explosion of pressure vessels (except steam boilers of more than fifteen pounds pressure) in buildings designed and used solely for residential purposes by not more than four families,

(ii) explosion of any kind originating outside of the insured building or outside of the building containing the property insured,

(iii) explosion of pressure vessels which do not contain steam or which are not operated with steam coils or steam jackets, or

(iv) electrical disturbance causing or concomitant with an explosion in public service or public utility property; or

(E) lateral or vertical subsidence of the earth caused by past or present mining operations.

(6) "Water damage insurance", means insurance against loss or damage by water or other fluid or substance to any property resulting from the breakage or leakage of sprinklers, pumps or other apparatus erected for extinguishing fires or of water pipes or other conduits or containers, or resulting from casual water entering through leaks or openings in buildings or by seepage through building walls, but excluding loss or damage resulting from flood or the rising of the waters of the ocean or its tributaries; and including insurance against accidental injury of such sprinklers, pumps, fire apparatus, conduits or containers.

(7) "Burglary and theft insurance", means:

(A) Insurance against loss of or damage to any property resulting from burglary, theft, larceny, robbery, forgery, fraud, vandalism, malicious mischief, confiscation or wrongful conversion, disposal or concealment by any person, or from any attempt thereof;

(B) Insurance against loss of damage to moneys, coins, bullion, securities, notes, drafts, acceptances or any other valuable papers or documents, resulting from any cause, except while in the custody or possession of and being transported by any carrier for hire or in the mail; and

(C) Insurance of individuals by means of an all-risk type of policy commonly known as the "Personal Property Floater" against any kind and all kinds of loss of or damage to, or loss of use of, any personal property other than merchandise.

(8) "Glass Insurance", means insurance against loss of or damage to glass and its appurtenances resulting from any cause.

(9) "Boiler and machinery insurance", means insurance against loss of or damage to any property of the insured, resulting from explosion of or injury to:

(A) any boiler, heater or other fired pressure vessel;

(B) any unfired pressure vessel;

(C) pipes or containers connected with any such boilers or vessels;

(D) any engine, turbine, compressor, pump or wheel;

(E) any apparatus generating, transmitting or using electricity; or

(F) any other machinery or apparatus connected with or operated by any such boilers, vessels or machines; and including the incidental power to make inspections of, and issue certificates of inspection upon, any such boilers, apparatus, and machinery, whether insured or otherwise.

(10) "Elevator insurance", means insurance against loss of or damage to any property of the insured, resulting from ownership, maintenance or use of elevators, except loss or damage by fire.

(12) "Collision insurance", means insurance against loss of or damage to any property of the insured resulting from collision of any other object with such property, but excluding collision to or by elevators, or to or by vessels, craft, piers or other instrumentalities of ocean or inland navigation.

(13) "Personal injury liability insurance", means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability (including the insurer's obligation to pay medical, hospital, surgical and disability benefits to injured persons, and funeral and death benefits to dependents, beneficiaries or personal representatives of persons who are killed, irrespective of legal liability of the insured), arising out of death or injury of any person, or arising out of injury to the economic interests of any person, as the result of negligence in rendering expert, fiduciary or professional service, but excluding any kind of insurance specified in paragraph fifteen except insurance to protect an insured against liability for indemnification or contribution to a third party held responsible for injury to the insured's employee arising out of and in the course of employment when such insurance is written pursuant to this paragraph and not written pursuant to paragraph fifteen of this subsection.

(14) "Property damage liability insurance", means insurance against legal liability of the insured, and against loss, damage or expense incident to a claim of such liability, arising out of the loss or destruction of, or damage to, the property of any other person, but not including any kind of insurance specified in paragraph thirteen or fifteen hereof.

(15) "Workers' compensation and employers' liability insurance", means insurance against the legal liability, under

common law or statute or assumed by contract, of any employer for the death or disablement of, or injury to, (his employer for the death or disablement of, or injury to,) his employee, including volunteer firemen's benefit insurance provided pursuant to the volunteer firemen's benefit law.

(17) "Credit insurance", Means indemnifying merchants or other persons extending credit against loss or damage resulting from non-payment of debts owed to them, including the incidental power to acquire and dispose of debts so insured, and to collect any debts owed to such insurer or to any person so insured by him; or indemnifying any person for expenses disbursed or to be disbursed under a contract in connection with the cancellation of a catered affair; or indemnifying any person for tuition expenses disbursed or to be disbursed under a contract in connection with his dismissal or withdrawal from an educational institution; or indemnifying elementary or secondary schools, whether public, private, profit or non-profit, providing education in consideration of a tuition charge or fee against loss or damage in the event of non-payment of the tuition charges or fees of a student or pupil dismissed, withdrawn or leaving before the end of the school year for which the insurance is written. An educational institution may not require any person responsible for the payment of a student's or pupil's tuition charge or fee to pay for tuition refund insurance.

(19) "Motor vehicle and aircraft physical damage insurance", means insurance against loss of or damage to motor vehicles or aircraft and their equipment resulting from any cause; and insurance reimbursing a driver for cost including replacement car rental, commercial transportation and accommodations resulting from an automobile accident or mechanical breakdown occurring fifty miles or more from the driver's principal place of residence or garaging.

(20) "Marine and inland marine insurance", means insurance against any and all kinds of loss of or damage to:

(A) Vessels, hulls, craft, aircraft, cars, automobiles, trailers, and vehicles of every kind, and all goods, freights, cargoes, merchandise, effects, disbursements, profits, moneys, bullion, precious stone, securities, choses in action, evidences of debt, valuable papers, bottomry and respondentia interests and all other kinds of property and interests therein, in respect to, appertaining to or in connection with any and all risks or perils of navigation, transit, or transportation, including war risks, on or under any seas or other waters, on land or in the air, or while being assembled, packed, crated, baled, compressed or similarly prepared for shipment or while awaiting the same or during any delays, storage, transshipment, or reshipment incident thereto, including marine builder's risks and all personal property floater risks;

(B) Person or property in connection with or appertaining to marine, inland marine, transit or transportation insurance, including liability for loss of or damage to either, arising out of or in connection with the construction, repair, operation, maintenance or use of the subject matter of such insurance (but not including life insurance or surety bonds nor

insurance against loss by reason of bodily injury to the person arising out of ownership, maintenance or use of automobiles);

(C) Precious stones, jewels, jewelry, gold, silver and other precious metals, whether used in business or trade or otherwise and whether the same be in course of transportation or otherwise; and

(D) Bridges, tunnels and other instrumentalities of transportation and communication (excluding buildings, their improvements and betterments, furniture and furnishings, fixed contents and supplies held in storage), including auxiliary facilities and equipment attendant thereto; piers, wharves, docks and slips; other aids to navigation and transportation, including dry docks and marine railways.

In this chapter "inland marine" insurance shall not include insurance of vessels, crafts, their cargoes, marine builders' risks, or other similar risks, commonly insured only under ocean marine insurance policies.

(25) "Substantially similar kind of insurance", means such insurance which in the opinion of the superintendent is determined to be substantially similar to one of the foregoing kinds of insurance and thereupon for the purposes of this chapter shall be deemed to be included in that kind of insurance.

The mode and manner in which the corporate powers of this corporation shall be exercised are through a Board of Directors and through such officers and agents as such Board shall empower.

Section 5. The number of directors of this corporation shall be thirteen, and in no case shall the number of directors be less than thirteen.

Section 6. The directors of the corporation shall be elected at the annual meeting of stockholders of the corporation, and each director shall be at least twenty-one (21) years of age.

The annual meeting of the stockholders of the corporation shall be held on the second Wednesday of March each and every year, or if the second Wednesday of March in any year be a legal holiday, then the next succeeding business day. At such annual meeting thirteen directors shall be elected for the ensuing year, the directors to take office immediately upon

election and to hold office until the next annual meeting and until their successors are elected and qualified. At each annual meeting, each stockholder of record on the books of the corporation, who shall have held his shares in his own name for at least thirty days prior to the meeting, shall be entitled to one vote in person or by proxy for each share of stock so held by him. Directors shall be chosen and elected by plurality of the whole number of shares voted at the meeting.

Whenever any vacancies shall occur in the Board of Directors by death, resignation or removal or otherwise, the remaining members of said Board, at a meeting called for that purpose, or at any regular meeting shall elect a director or directors to fill the vacancy or vacancies thus occasioned, and each director so elected shall hold office for the unexpired term of the director whose place he has taken.

Section 7. At all times a majority of the directors of this corporation shall be citizens and residents of this State or adjoining States, and not less than three thereof shall be residents of this State.

Section 8. The names and post office residence addresses of the directors who shall serve until the first annual meeting of the corporation are as follows:

Ted D. Simmons, 69 Tunstall Road, Scarsdale, N.Y. 10583.
John R. Stone, 2 Sage Terrace, Scarsdale, N.Y. 10583.
Michael J. Mullarkey, 587 Sixth Street, Brooklyn, N.Y. 11215.
Eugene J. Ciarkowski, 41 Wehrli Road, Long Valley, N.J. 07853.
Henry E. Kates, 435 East 52nd Street, N.Y., N.Y. 10022.
Thomas L. Martin, 9 Park Lane, Caldwell, N.J. 07006
Barbara R. Hege, 65 Burnett Terrace, West Orange, N.J. 07052.
Albert W. Leier, 29 Quail Run, Long Valley, N.J. 07853.

Peter S. Palmer, Old Army Road, Bernardsville, N.J. 07924.
Frank Casciano, 5 High Point Place, North Caldwell, N.J. 07006.
Brian Frikert, 34 Overlook Terrace, Nutley, N.J. 07110.
David James, 226 Mountain Avenue, Summit, N.J. 07901.
Nowell Blake, RRI, Box 123, Peachcroft Drive, Bernardsville, N.J. 07924.

Section 9. The duration of the corporate existence of this corporation shall be perpetual.

Section 10. The amount of the capital of this corporation shall be One Million Dollars (\$1,000,000.00) to consist of 100,000 shares of common stock having a par value of \$10.00 each.

Section 11. The Board of Directors, at a meeting held at any time prior to the first annual meeting of the stockholders, and thereafter at its annual meeting, which shall be held immediately after the annual meeting of the stockholders, shall elect from its own number a President, and such other officers, as provided by the by-laws, who need not be members of the Board of Directors. In case a quorum is not present at such Board meeting, the same shall be adjourned to another day by the directors present. Officers elected by the said Board shall respectively hold office until the next annual meeting thereof, and until their successors are chosen and have qualified. Vacancies in the elective offices occurring in the interval between annual meetings may be filled at any time by the Board of Directors, and a person so elected shall hold office until his successor is chosen and has qualified. One person may hold two or more offices other than the offices of President and Secretary.

Section 12. Preemptive Rights. No holder of any of the shares of this corporation shall be entitled as of right as such holder to subscribe for or purchase any share(s) of stock of the corporation of any class, or any warrant(s), right(s) or option(s) to purchase any share(s) of stock of the corporation of any class, or any bond(s), certificate(s) of indebtedness, debenture(s) or other security(ies) convertible into any share(s) of stock or into any warrant(s), right(s), or option(s) to purchase any share(s) of stock or carrying any right to purchase any share(s) of stock of the corporation of any class (including any bond, certificate of indebtedness, debenture or other security to which is attached or with which is issued any warrant or other right to purchase any share(s) of stock of the corporation of any class), whether now or hereafter authorized, and any of such securities may be issued and disposed of to such persons and upon such terms and for such lawful consideration as may be deemed advisable by the Board of Directors.

The charter was authorized by the Board of Directors of
MBL Property and Casualty Insurance Company.

IN WITNESS WHEREOF, we have subscribed our names hereto
on the dates set forth below opposite each of our respective
signatures.

Jan. 18, 1989 M.A. Blake

Nowell A. Blake

JANUARY 19, 1989 Frank D. Casciano

Frank D. Casciano

JANUARY 19, 1989 Eugene J. Ciarkowski

Eugene J. Ciarkowski

January 19, 1989 Brian W. Frikert

Brian W. Frikert

January 20, 1989 Barbara R. Hege

Barbara R. Hege

January 30, 1989, 1989 Henry E. Kates

Henry E. Kates

January 24, 1989 Thomas L. Martin

Thomas L. Martin

January 25, 1989 David A. James

David A. James

Jan 20, 1989 Albert W. Leier

Albert W. Leier

Jan 31, 1989 Michael J. Mullarkey

Michael J. Mullarkey

Jan 19, 1989 Peter S. Palmer

Peter S. Palmer

Jan 30, 1989 Ted D. Simmons

Ted D. Simmons

Jan 31, 1989 John R. Stone

John R. Stone

STATE OF NEW JERSEY)
)
COUNTY OF ESSEX)

On this 18th day of January, 1989, before me personally appeared Nowell A. Blake to me known and known to me to be the person described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Elizabeth Capella

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993
Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
)
COUNTY OF ESSEX)

On this 19th day of January, 1989, before me personally appeared Frank D. Casciano to me known and known to me to be the person described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993
Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
)
COUNTY OF ESSEX)

On this 19th day of January, 1989, before me personally appeared Eugene J. Ciarkowski to me known and known to me to be the person described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 2014
Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
)
COUNTY OF ESSEX)

On this 19th day of January, 1989, before me personally appeared Brian W. Feikert to me known and known to me to be the person described in, and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Elizabeth Canella

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993
Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 20th day of January, 198 ,
before me personally appeared Barbara R. Age to me known and
known to me to be the person described in, and who executed the
foregoing instrument, and he duly acknowledged to me that he
executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993

Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 24th day of January, 198 ,
before me personally appeared Thomas L. Martin to me known and
known to me to be the person described in, and who executed the
foregoing instrument, and he duly acknowledged to me that he
executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993

Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 25th day of January, 198 ,
before me personally appeared David A. James to me known and known
to me to be the person described in, and who executed the fore-
going instrument, and he duly acknowledged to me that he executed
the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993

Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 30th day of January, 198 ,
before me personally appeared Henry E. Kates to me known and known
to me to be the person described in, and who executed the fore-
going instrument, and he duly acknowledged to me that he executed
the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993

Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 20th day of January, 198 ,
before me personally appeared Albert W. Leier to me known and
known to me to be the person described in, and who executed the
foregoing instrument, and he duly acknowledged to me that he
executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993 Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 31st day of January, 198 ,
before me personally appeared Michael J. Mullarkey to me known and
known to me to be the person described in, and who executed the
foregoing instrument, and he duly acknowledged to me that he
executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993 Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 19th day of January, 198 ,
before me personally appeared Peter S. Palmer to me known and
known to me to be the person described in, and who executed the
foregoing instrument, and he duly acknowledged to me that he
executed the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993 Elizabeth Capella
Notary Public

STATE OF NEW JERSEY)
) ss.:
COUNTY OF ESSEX)

On this 30th day of January, 198 ,
before me personally appeared Ted D. Simmons to me known and known
to me to be the person described in, and who executed the fore-
going instrument, and he duly acknowledged to me that he executed
the same.

Elizabeth Capella
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 27, 1993 Elizabeth Capella
Notary Public

EXHIBIT “H”

DECLARATION OF INTENTION AND CHARTER
OF
NATIONAL HERITAGE TITLE INSURANCE COMPANY, INC.

We, the undersigned, all being natural persons of the age of eighteen years or older, and all of us being citizens and residents of the United States, and at least a majority of us citizens and residents of the State of New York, do hereby declare our intention to form a domestic stock corporation for the purpose of doing the kinds of insurance business authorized by Paragraph 18 of section 1113(a) of the Insurance Law of the State of New York, and for that purpose do adopt the following Charter:

CHARTER
OF
NATIONAL HERITAGE TITLE INSURANCE COMPANY, INC.

Section 1

The name of this corporation shall be National Heritage Title Insurance Company, Inc.

Section 2

The principal office of this company shall be located in the County of Suffolk and State of New York.

Section 3

The purposes of this Corporation shall be:

- (a) to engage in the business of insuring owners of, and other persons lawfully interested in, real property and chattels real against loss by reason of defective titles and encumbrances and insuring the correctness of searches for all instruments, liens, or charges affecting the title to such property, including power to procure and furnish information relative thereto, and such other incidental powers as are specifically granted by applicable law;
- (b) to engage in such additional activities as shall be permitted by Section 6403 of the Insurance Law of the State of New York; and
- (c) generally to perform any and all other acts necessary or convenient to the conduct of such business, as permitted by law.

Section 4

The mode and manner in which the corporate powers of this Corporation shall be exercised are through a board of directors and through such officers and agents as such board shall empower.

Section 5

The numbers of the directors of this Corporation shall not be less than seven (7) nor more than thirteen (13).

Section 6

The directors of the Corporation shall be elected at the annual meeting of stockholders of the Corporation. The annual meeting of the stockholders of the Corporation shall be held on the first day of **October** each and every year, or if the first day of **October** in any year shall be a legal holiday, then the next succeeding business day. At such annual stockholders meeting the directors shall be elected for the ensuing year, the directors to take office immediately upon election and to hold office until the next annual stockholders meeting and until their successors are elected. At each annual stockholders meeting, each stockholder of record on the books of the Corporation, who shall have held

his shares in his own name for at least thirty days prior to the meeting, shall be entitled to one vote in person or by proxy for each share of stock so held by him. Directors shall be chosen and elected by plurality of the whole number of shares voted at the meeting. Whenever any vacancies shall occur in the board of directors by death, resignation, removal or otherwise, the remaining members of the board, at a meeting called for that purpose, or at any regular meeting shall elect a director or directors to fill the vacancy or vacancies thus occasioned, and each director so elected shall hold office for the unexpired term of the director whose place he has taken. If the number of the directors elected and serving shall be less than seven, the Corporation shall not for that reason be dissolved, but the vacancy or vacancies shall be filled as provided herein.

Section 7

The directors of this corporation shall be at least eighteen years of age, citizens and residents of the United States, and a majority of said directors shall be citizens and residents of this State, at the time of their election and during their continuance in office.

Section 8

The names and post office addresses of the directors who shall serve until the first annual meeting of this Corporation are:

1. Charles P. Ferraro 159 West Bayberry Road, Islip, New York 11751
2. Christopher J. Delisle 4 Beech Road, Islip, New York 11751
3. Vincent G. Danzi 2206 Cedar Path, Riverhead, New York 11901
4. Monte Jiran 47 Shinnecock Lane, East Islip, New York 11730
5. Emmett O'Hara 32 West Land, Bay Shore, New York 11706
6. Peter M. Puleo 255 Piping Rock Road, Old Brookville, New York 11545
7. Roger Delisle 12 Beech Road, Islip, New York 11751

Section 9

The duration of the corporate existence of this Corporation shall be perpetual.

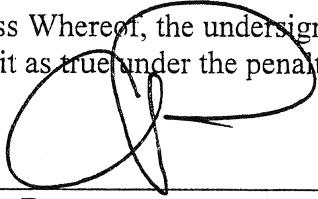
Section 10

The amount of the capital of this corporation shall be five hundred thousand dollars (\$500,000.00). The Corporation shall have the authority to issue one hundred thousand (100,000) shares of common stock, with a par value of five dollars (\$5) each.

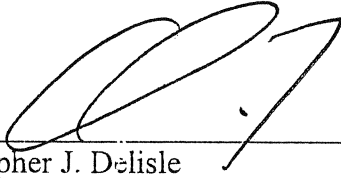
Section 11

The Board of Directors shall elect a President, a Secretary, and a Treasurer, and it may at its option at any time appoint or elect such other officers as shall be provided in the by-laws. All officers shall serve at the pleasure of the Board, unless otherwise provided in the by-laws. Vacancies in the elective offices may be filled at any time by the Board of Directors

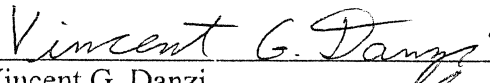
In Witness Whereof, the undersigned have hereunto subscribed this instrument and affirmed it as true under the penalties of perjury.



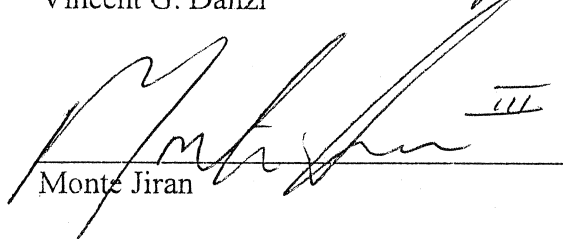
Charles P. Ferraro



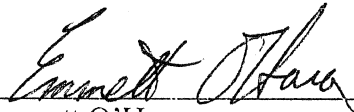
Christopher J. Delisle



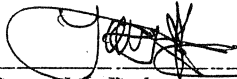
Vincent G. Danzi



Monte Jiran



Emmett O'Hara



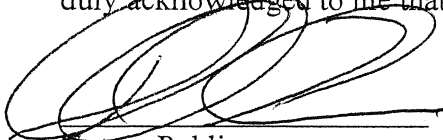
Peter M. Puleo



Roger Delisle

STATE OF NEW YORK
COUNTY OF Suffolk

On 5/9, 2007, before me personally came **Charles P. Ferraro**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

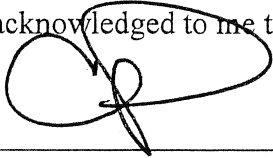


Notary Public

DANIEL FLANAGAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01FL6020452
QUALIFIED IN SUFFOLK COUNTY
TERM EXPIRES MARCH 8, 2011

STATE OF NEW YORK
COUNTY OF Suffolk

On 5/9, 2007, before me personally came **Christopher J. Delisle**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

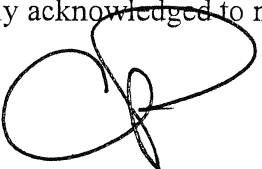


Notary Public

CHARLES P. FERRARO
Notary Public, State of New York
No. 4945966, Suffolk County
Commission Expires, January 1, 2008

STATE OF NEW YORK
COUNTY OF SUFFOLK

On MAY 11, 2007, before me personally came **Vincent G. Danzi**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

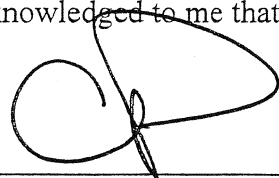


Notary Public

CHARLES P. FERRARO
Notary Public, State of New York
No. 4945966, Suffolk County
Commission Expires, January 1, 2008

STATE OF NEW YORK
COUNTY OF Suffolk

On 5/9, 2007, before me personally came **Monte Jiran**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

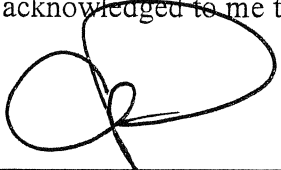


Notary Public

CHARLES P. FERRARO
Notary Public, State of New York
No. 4945966, Suffolk County
Commission Expires, January 1, 2008

STATE OF NEW YORK
COUNTY OF Suffolk

On 5/9, 2007, before me personally came **Emmett O'Hara**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

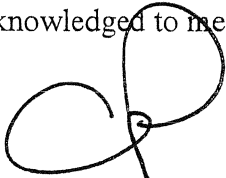


Notary Public

CHARLES P. FERRARO
Notary Public, State of New York
No. 4945966, Suffolk County
Commission Expires, January 1, 2008

STATE OF NEW YORK
COUNTY OF Suffolk

On 5/9, 2007, before me personally came **Peter M. Puleo**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

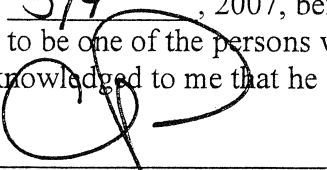


Notary Public

CHARLES P. FERRARO
Notary Public, State of New York
No. 4945966, Suffolk County
Commission Expires, January 1, 2008

STATE OF New York
COUNTY OF Suffolk

On 5/9, 2007, before me personally came **Roger Delisle**, personally known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.



Notary Public

CHARLES P. FERRARO
Notary Public, State of New York
No. 4945966, Suffolk County
Commission Expires, January 1, 2008

Index No.:

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

In the Matter of

the Application of

JAMES J. WRYNN, Superintendent of Insurance of
the State of New York, for an order to take possession of,
liquidate the business and affairs of
and dissolve the corporate charters of

ATLANTIC AMERICAN HEALTH INSURANCE COMPANY,
AUSTIN LIBERTY INSURANCE COMPANY,
AXEL INSURANCE COMPANY OF NEW YORK,
MAJESTIC INSURANCE COMPANY OF NEW YORK,
MBL PROPERTY AND CASUALTY INSURANCE COMPANY AND
NATIONAL HERITAGE TITLE INSURANCE COMPANY, INC.

ORDER TO SHOW CAUSE and VERIFIED PETITION

ERIC T. SCHNEIDERMAN

Attorney General

Attorney for the Superintendent of Insurance

Office and Post Office Address

120 Broadway, New York, N.Y. 10271

Tel. (212) 416-8658

Personal service of a copy of

within.....

is admitted this day of

.....20

Sir:

Please take notice that the within is a true
copy of
duly filed and entered in the office of the clerk
of
day of 20 County, on
the

Yours, etc.,

ERIC T. SCHNEIDERMAN

Attorney General,

Attorney for

Office and Post Office Address

120 Broadway, New York, N.Y. 10271

To

, Esq.

Attorney for

Sir

Please take notice that the within

will be presented for settlement and signature
herein to the Hon.

one of the judges of the within named Court, at
in the Borough of

City of New York, on the

, 20 day of
, at M.

Date, N.Y.,

Yours, etc.,

ERIC T. SCHNEIDERMAN

Attorney General,

Attorney for

Office and Post Office Address

120 Broadway, New York, N.Y. 10271

To

, Esq.

Attorney for