

Filing Fee: \$75.00

ID Number: 150617



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is TD Banknorth Insurance Agency, Inc.

2. It is incorporated under the laws of Maine

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on September 12, 2005, authorizing it to transact business in Rhode Island under the name of: TD Banknorth Insurance Agency, Inc.

4. The corporate name of the corporation has been changed to TD Insurance, Inc.

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

no change

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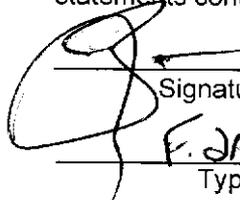
7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
no change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 8,500,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 53,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: OCTOBER 2, 2008



 Signature of Authorized Officer of the Corporation
F. JAI MEIER, SECRETARY

 Type or Print Name of Authorized Officer

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the reports of organization, amendment and dissolution of corporations and annual reports filed by the same.

I further certify that TD INSURANCE, INC, formerly MPN HOLDINGS, formerly MORSE, PAYSON AND NOYES, formerly MORSE, PAYSON & NOYES INSURANCE, formerly TD BANKNORTH INSURANCE AGENCY, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is May 19, 1910.

I further certify that on:

May 19, 1910	ARTICLES OF INCORPORATION were filed.
November 09, 1918	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
December 04, 1950	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
December 21, 1950	MERGER was filed.
December 30, 1974	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
February 27, 1976	CHANGE IN AUTHORIZED CAPITAL STOCK was filed.
December 11, 1978	CHANGE OF CLERK was filed.
March 14, 1979	CHANGE OF CLERK was filed.
June 21, 1983	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
February 13, 1984	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
May 17, 1984	DIRECTORS CHANGED BY BYLAWS were filed.
August 22, 1984	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
August 22, 1984	RESOLUTION/AUTHORIZATION FOR USE OF SIMILAR NAME was filed.
April 17, 1985	CHANGE IN NUMBER AND/OR EXISTENCE OF DIRECTORS was filed.
December 31, 1985	MERGER was filed.
December 31, 1987	CHANGE OF REGISTERED OFFICE was filed.
October 31, 1988	RESTATEMENT was filed.
October 10, 1997	CHANGE OF CLERK AND REGISTERED OFFICE was filed.
October 10, 1997	MERGER was filed.
July 27, 1998	CHANGE OF CLERK AND REGISTERED OFFICE was filed.
December 22, 1999	MERGER was filed.
January 23, 2001	ASSUMED NAME was filed.
December 31, 2002	MERGER was filed.
July 31, 2003	MERGER was filed.
December 22, 2004	ASSUMED NAME was filed.
May 12, 2005	MERGER was filed.
December 30, 2005	ASSUMED NAME was filed.
December 18, 2007	ASSUMED NAME was filed.
July 07, 2008	CHANGE OF CLERK was filed.
September 29, 2008	MERGER was filed.

No further amendments have been filed to date.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this eighth day of October 2008.



MATTHEW DUNLAP
Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

