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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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CORPORATION(S) NAME

Chase Insurance Agency, Inc.
d/b/a Chase Manhattan Insurance Agency, Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATIONS

Name _____
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned DAVID S. CLARK, do hereby certify that this Resolution of the Board of Directors of CHASE INSURANCE AGENCY, Inc. corporation duly organized and existing under the laws of the State of DELAWARE, was duly adopted on 1024. 2000.

Resolved, that CHASE INSURANCE AGENCY, Inc. organized and existing in the State of DELAWARE hereby adopts the name

CHASE MANHATTAN INSURANCE AGENCY, Inc. for use in Florida.

Dated: January 26, 2000



Signature of at least one director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. CHASE INSURANCE AGENCY, Inc
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE (State or country under the law of which it is incorporated)
3. 51-0335569 (FEI number, if applicable)
4. 8/15/91 (Date of incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 802 DELAWARE AVE 12th floor WILMINGTON, DE 19801 (Current mailing address)
8. INSURANCE AGENCY (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System
Carrie Bryan
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Please See ATTACHMENTS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

Please See Attached

President: _____

Address: _____

Vice President: _____

Address: _____

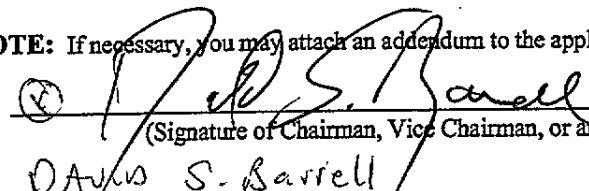
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID S. Barrell _____
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Chase Insurance Agency, Inc.

Owner
 CBD Holdings 100%

Directors

Name	Title	Address
Paul G. Petrylak	Director	380 Madison Ave 13 th Floor New York, NY 10017
David J Clark	Director	1201 North Market Street Wilmington, DE 19801
John A Martin	Director	380 Madison Ave 13 th Floor New York, NY 10017

Officers

Name	Title	Address
John A Martin	Senior Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Paul G Petrylak	Vice President & Treasurer & Acting President	380 Madison Ave 13 th Floor New York, NY 10017
David J Clark	Vice President & Secretary	1201 North Market Street Wilmington, DE 19801
Michael N. Vittorio	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Joseph D Picarello	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Peter J Boucher	Vice President	261 Madison Ave 5 th Floor New York, NY 10016
Ellen A. Frost	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Philip I Salis	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Rosalie C Grosso	Vice President	802 Delaware Ave 12 th Floor Wilmington, DE 19801
Thomas F Grillo	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Thomas D Molitor	Vice President	802 Delaware Ave 12 th Floor Wilmington, DE 19801
William H Duncan	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Arthur Guja	Vice President & Assistant Secretary	1 Chase Manhattan Plaza New York, NY 10081
Ronne Hoffman	Vice President & Assistant Secretary	1 Chase Manhattan Plaza New York, NY 10081
Robert C Carroll	Vice President & Assistant Secretary	270 Park Ave New York, NY 10017
David S Barrell	Vice President & Assistant Treasurer	802 Delaware Ave 12 th Floor Wilmington, DE 19801
John F Marazzo	Vice President & Assistant Treasurer	802 Delaware Ave 12 th Floor Wilmington, DE 19801
Patricia Shores	Vice President & Assistant Treasurer	802 Delaware Ave 12 th Floor Wilmington, DE 19801
Angelo Poccia	Vice President	380 Madison Ave 13 th Floor New York, NY 10017
Robert Saugstad	Vice President	261 Madison Ave 5 th Floor New York, NY 10016
William Freiheit	Vice President	261 Madison Ave 5 th Floor New York, NY 10016
Nicholas Bachar	Vice President	802 Delaware Ave 12 th Floor Wilmington., DE 19801

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHASE INSURANCE AGENCY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2000 JAN 28 PM 2:22



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0219979

DATE: 01-27-00