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00 OCT -4 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 847112 4319445
AUTHORIZATION : *Patricia Pijoto*
COST LIMIT : \$ 70.00

ORDER DATE : September 28, 2000
ORDER TIME : 11:07 AM
ORDER NO. : 847112-005
CUSTOMER NO: 4319445

000003413400--7

CUSTOMER: Ms. Christine D. Greb
Arthur J. Gallagher & Co.
Two Pierce Place
The Gallagher Centre
Itasca, IL 60143

FOREIGN FILINGS

NAME: GBS RETIREMENT SERVICES, INC.

C

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

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RECEIVED
00 OCT -4 AM 9:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BR 10/4

TRANSMITTAL LETTER

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TALLAHASSEE, FLORIDA

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GBS Retirement Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

_____ at (_____)
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
OCT 14 11 13
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TALLAHASSEE, FLORIDA

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. GBS Retirement Services, 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. New York 3. 13-3727333
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/19/93 5. Perpetual
(Date of incorporation) (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. One Executive Boulevard
Yonkers, NY 10701
(Current mailing address)

8. retirement services
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: [Signature]
(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)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. Christine D. Greb

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

14. Christine D. Greb, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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GBS RETIREMENT SERVICES, INC.
(Formerly Gallagher Benefit Services of New York, Inc.)

Incorporated : New York
Date : 08/19/93
% Ownership : 100% Arthur J. Gallagher & Co.
Federal ID # : 13-3727333

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TALLAHASSEE, FLORIDA

CAPITAL STOCK:

Common

Price/Par Value: \$1.00

Authorized: 1,000

Outstanding: 1,000

DIRECTORS:

		<u>Address</u>
Michael J. Cloherty	Director	**
J. Patrick Gallagher, Jr.	Director	**
David S. Hinderstein	Director	*

OFFICERS:

David S. Hinderstein	President	*
John C. Rosengren	Vice President	**
Michael J. Cloherty	Secretary	**
Christine D. Greb	Assistant Secretary	**

Purpose of Business:

Retirement Plans

Primary Address:

* One Executive Boulevard
Yonkers, NY 10701

** c/o Arthur J. Gallagher & Co.
Two Pierce Place
Itasca, IL 60143

State of New York | ss:
Department of State

I hereby certify, that the Certificate of Incorporation of GBS RETIREMENT SERVICES, INC. was filed on 08/19/1993, under the name of GALLAGHER BENEFIT SERVICES OF NEW YORK, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment GALLAGHER BENEFIT SERVICES OF NEW YORK, INC., changing its name to GBS RETIREMENT SERVICES, INC., was filed 09/24/1997.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 27th day of September
two thousand.



Special Deputy Secretary of State

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TALLAHASSEE, FLORIDA