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Reply to: Tallahassee Office

July 10, 2001

Via Messenger Delivery
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Unitrin Direct Insurance Company


900004467509--9
-07/10/01--01056--006
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find a completed and signed Application by Foreign Corporation for Certificate of Authorization to Transact Business in Florida for the referenced corporation. We have also enclosed a Certificate of Compliance from the Illinois Department of Insurance and a check in the amount of \$78.75 for the filing fee and Certificate of Status.

Please process this application as quickly as possible and return certification of the company's good standing to do business in Florida to the address specified on the enclosed transmittal letter. Please do not hesitate to contact me if you have any questions.

Very truly yours,



Junious D. Brown III

Enclosures

cc: Gretchen Wilson
Paul A. Zeigler, Esq.

BK

FILED
JUL 10 PM 4:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 JUL 10 PM 12:21
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Unitrin Direct Insurance Company
(Name of corporation - must include suffix)

01 JUL 10 PM 4:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Mark Shamburg
(Name of Person)
Unitrin Direct Insurance Company
(Firm/Company)
2790 Business Park Drive
(Address)
Vista, CA 92083
(City/State and Zip code)

For further information concerning this matter, please call:

Mark Shamburg at (760) 597 - 4638
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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**

*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. Unitrin Direct Insurance Company

(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 natural person or partnership if not so contained in the name at present.)

2. Illinois

(State or country under the law of which it is incorporated)

3. 36-4013825

(FEI number, if applicable)

4. March 21, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2790 Business Park Drive, Vista, CA 92083

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. Insurance

(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

(City)

, 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.



Christine M. Eastwine
Assistant Secretary

(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald G. Southwell

Address: One East Wacker Drive, Chicago, Illinois 60601

Vice Chairman: N/A

Address: _____

Director: David F. Bengston

Address: One East Wacker Drive, Chicago, Illinois 60601

Director: Eric I. Draut

Address: One East Wacker Drive, Chicago, Illinois 60601

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TALLAHASSEE, FLORIDA

(See attached sheet for additional directors.)

B. OFFICERS

President: Lawrence J. Sundram

Address: 2790 Business Park Drive, Vista, California 92083

Vice President: Phillip G. Gibson

Address: 2790 Business Park Drive, Vista, California 92083

Secretary: Lizabeth F. Davis

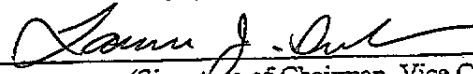
Address: 2790 Business Park Drive, Vista, California 92083

Treasurer: Lizabeth F. Davis

Address: 2790 Business Park Drive, Vista, California 92083

(See attached sheet for additional officers.)

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. Lawrence J. Sundram, President
(Typed or printed name and capacity of person signing application)

(Continued)

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: Lawrence J. Sundram
Address: 2790 Business Park Drive, Vista, California 92083

Director: Richard C. Vie
Address: One East Wacker Drive, Chicago, Illinois 60601

B. OFFICERS

Vice President: James B. Kennedy
Address: 2790 Business Park Drive, Vista, California 92083

Vice President: Brian R. Crumbaker
Address: 2790 Business Park Drive, Vista, California 92083

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Unitrin Direct Insurance Company located at Chicago in the State of Illinois was incorporated pursuant to the provisions of the "Illinois Insurance Code" applicable to said Company:

NOW, THEREFORE, I the undersigned, Director of Insurance of the State of Illinois, do hereby certify the said Company is authorized to transact its appropriate business as set forth under Clause(s)

(a), (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l) of Class 2
(a), (b), (c), (d), (e), (f), (g), (h), (i) of Class 3

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws thereof.



IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 28th day of June, 2001.

Nat Shapo
Nathaniel S. Shapo
Director