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FILED
01 AUG 30 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 440274 4319445
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 70.00

ORDER DATE : August 22, 2001
ORDER TIME : 9:32 AM
ORDER NO. : 440274-010
CUSTOMER NO: 4319445

6

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

000004563810--3

FOREIGN FILINGS

NAME: GALLAGHER HEALTHCARE INSURANCE SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 30 AM 10:33
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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. Gallagher Healthcare Insurance 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. Texas (State or country under the law of which it is incorporated)
3. 76-0681232 (FEI number, if applicable)
4. 05/18/2001 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(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. 820 Gessner, Suite 1000, Houston, TX 77024 (Principal office address)
Same (Current mailing address)
Insurance Agency and Brokerage
8. _____
(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
(City) (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

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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, Asst. Secretary
(Typed or printed name and capacity of person signing application)

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GALLAGHER HEALTHCARE INSURANCE SERVICES, INC.

Incorporated : Texas
Date : 05/18/2001
% Ownership: 100% Arthur J. Gallagher & Co.
Federal ID # : 76-0681232

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CAPITAL STOCK:

Common

Price/Par Value: \$1.00

Authorized: 1,000
 Outstanding: 1,000

DIRECTORS

| | | |
|----------------------|----------|----------------|
| James J. Braniff III | Director | <u>Address</u> |
| Michael J. Cloherty | Director | ** |
| | | ** |

OFFICERS

| | | |
|-------------------------|------------------------------------|-----|
| William F. Galtney, Jr. | President | * |
| Sollie M. Bartoe | Division President | * * |
| Robert B. Blasio | Division President | * |
| Thomas S. Helms | Division President | * |
| Crys O. Blankenship | Executive Vice President | * |
| Philip E. Reischman | Executive Vice President | * |
| Andrew G. Allen | Senior Vice President | * |
| Alan B. Avriett | Senior Vice President | * |
| James M. Fasone | Senior Vice President | * |
| Janice M. Garic | Senior Vice President | * |
| Dana R. Hando | Senior Vice President | * |
| Ida D. Havens | Senior Vice President | * |
| Charles S. Kolodkin | Senior Vice President | * |
| Nancy M. Kring | Senior Vice President | * |
| Stephen A. Stewart | Senior Vice President | * |
| Joanne Taylor | Senior Vice President | * |
| Michael J. Cloherty | Vice President - Finance | ** |
| John C. Rosengren | Vice President and General Counsel | ** |
| Valarie J. Allen | Vice President | * |
| Elizabeth A. Berger | Vice President | * |
| Denise D. Berry | Vice President | * |
| James J. Braniff III | Vice President | ** |
| Terry M. Drayer | Vice President | * |
| Felicia R. Gardner | Vice President | * |
| David R. Long | Vice President | ** |
| Rex W. Martin | Vice President | * |
| Shirley A. Sanders | Vice President | * |
| Steven R. Smith | Vice President | * |
| Yvonne G. Stamper | Vice President | * |
| Page M. Vogelsang | Vice President | * |
| Robert Morrison | Division Exec. Vice President | * |
| Dennis A. Bartlett | Division Senior Vice President | * |



The State of Texas

SECRETARY OF STATE

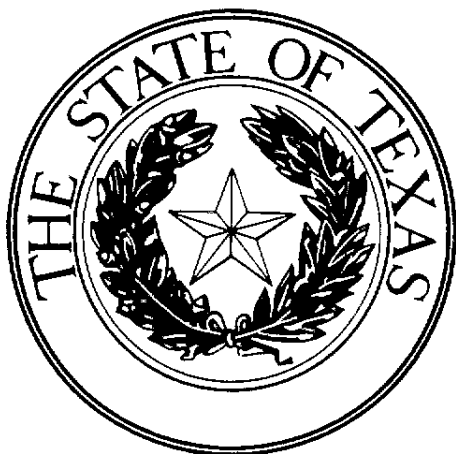
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TALAMASSEE, FLORIDA

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

GALLAGHER HEALTHCARE INSURANCE SERVICES, INC.
File No. 162918200

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on August 28, 2001.*



Henry Cuellar
Secretary of State DAE