

FO2 00000 4950

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Rebsamen Insurance, 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:

H. Maurice Mitchell
(Name of Person)

Mitchell Williams Law Firm
(Firm/Company)

425 West Capitol Avenue, Suite 1800
(Address)

Little Rock, AR 72201
(City/State and Zip code)

700008094787-5
-09/30/02-01028-006
*****70.00 *****70.00

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02 SEP 30 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

H. Maurice Mitchell at (501) 688-8801
(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

FO2-4950
JK

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. Rebsamen Insurance, 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. Arkansas 3. 71-0621654
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/30/85 5. perpetual
(Date of incorporation) (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. 1500 Riverfront Drive, Little Rock, AR 72202
(Principal office address)
P. O. Box 3198, Little Rock, AR 72203
(Current mailing address)

8. To engage in the business of transacting insurance business and broker
(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 S. Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

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TALLAHASSEE FLORIDA

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.

(see attachment)

(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 list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

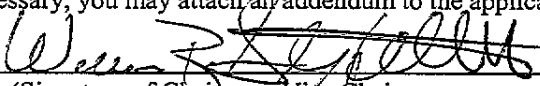
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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)

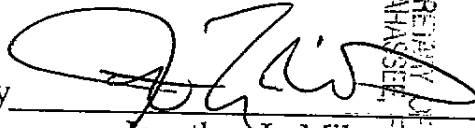
14. William R. Stringfellow Executive Vice President
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

RE: REBSAMEN INSURANCE, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: September 25, 2002

By 
Jonathan L. Miles
Assistant Secretary

CT CORPORATION SYSTEM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Arkansas Secretary of State Sharon Priest

State Capitol • Little Rock, Arkansas 72201-1094 • 501.682.3409

CERTIFICATE

OF EXISTENCE

I, Sharon Priest, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

REBSAMEN INSURANCE, INC.

a corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation in this office September 30, 1985.

Our records reflect this corporation has paid all fees, taxes and penalties owed to this State, as required to be collected by this office, and has delivered its most current annual corporate franchise tax report to this office.

I certify this corporation has not filed articles of dissolution with this office.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and Official Seal, at Tallahassee, Florida, this
25th day of September, 2002.

FILED
02 SEP 25 AM 9 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sharon Priest
Sharon Priest
Secretary of State

By: JL Butler
JL BUTLER

ATTACHMENT

REBSAMEN INSURANCE, INC.

All directors and officers took office in May of 2002 –

Directors:

Officers:

Allen J. McDowell
5455 Scenic Drive
Little Rock, AR 72207

Allen J. McDowell -
5455 Scenic Drive
Little Rock, AR 72207

President/Chairman
of Board of Directors

William E. Askew
3708 Wimbleton Lane
Birmingham, AL 35223

William R. Stringfellow -
10 Hayfield Road
Little Rock, AR 72207

Executive Vice
President

Jack Fleischauer, Jr.
2116 North Spruce
Little Rock, AR 72207

Linda Hogg -
1817 River Heights
Little Rock, AR 72202

Secretary/Treasurer
and CFO

Bryan Jordan
940 Lake Colony Run
Vestavia Hills, AL 35242

Pat Glover -
588 Dodson Lane
Russellville, AR 72802

Assistant Secretary

Samuel E. Upchurch, Jr.
3828 Forest Glen Drive
Birmingham, AL 35213

Lynn Wright
4806 Sugar Maple Lane
Little Rock, AR 72212

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