

AUG. 11. 2003 11:11AM

CORPORATION SVC CO

NO. 057 Page 1 of 2

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY/SAL
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

RECEIVED
03 AUG 11 PM 12:00
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

GLENCOE GROUP SERVICES INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

03 AUG 11 PM 12:04
STATE OF FLORIDA
FALLS CREEK TOWER
ATLANTA
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CORPORATION SVC CO

NO. 057 P. 2

H03000251057 3

**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. Glencoe Group 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. Delaware

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

3. 41-2102187

(FEI number, if applicable)

4. October 08, 2002

(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.)

Suite 900E, 5080 Spectrum Drive

7. Addison, TX 75001

(Principal office address)

(Current mailing address)

8. Insurance Company Related Management, Accounting, Auditing and Other

(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

(City)

, 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)

Assistant Vice President

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.

H03000251057 3

AUG. 11. 2003 11:11AM

CORPORATION SVC CO

NO. 057 P. 3

H03000251057 3

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

14. Tracy Bowden, Secretary
(Typed or printed name and capacity of person signing application)

H03000251057 3

AUG. 11. 2003 11:11AM

CORPORATION SVC CO

NO. 057 P. 4

H03000251057 3

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

Glencoe Group Services Inc.

List of Officers

Name: William I. Riker Title: Chief Executive Officer
Bus. Addr.: c/o Glencoe Group Services Inc. 5080 Spectrum Drive, Suite 900E,
Addison, TX 75001

Name: David Heatherly Title: President
Bus. Addr.: c/o Glencoe Group Services Inc. 5080 Spectrum Drive, Suite 900E,
Addison, TX 75001

Name: Tracy Bowden Title: General Counsel & Secretary
Bus. Addr.: c/o Glencoe Group Services Inc. 5080 Spectrum Drive, Suite 900E,
Addison, TX 75001

List of Directors

Name: William I. Riker Term:
Bus. Addr.: c/o Glencoe Group Services Inc. 5080 Spectrum Drive, Suite 900E,
Addison, TX 75001

Name: John M. Lummis Term:
Bus. Addr.: c/o Glencoe Group Services Inc. 5080 Spectrum Drive, Suite 900E,
Addison, TX 75001

Name: David Heatherly Term:
Bus. Addr.: c/o Glencoe Group Services Inc. 5080 Spectrum Drive, Suite 900E,
Addison, TX 75001

03 AUG 11 PM 12:04
STATE OF FLORIDA
TALLAHASSEE

H03000251057 3

AUG. 11. 2003 11:12AM

CORPORATION SVC CO

NO. 057 P. 5

E03000251057 3

Delaware

PAGE 1

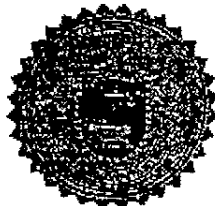
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLENCOE GROUP SERVICES 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 FIRST DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GLENCOE GROUP SERVICES INC." WAS INCORPORATED ON THE EIGHTH DAY OF OCTOBER, A.D. 2002.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2560508

DATE: 08-01-03

E03000251057 3