

**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. MANAGEMENT GROUP 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. ILLINOIS
(State or country under the law of which it is incorporated)

3. 36-3766573
(FBI number, if applicable)

4. March 11, 1991
(Date of Incorporation)

5. Perpetual
(Duration: year corp. will cease to exist or "perpetual")

6. 7/15/95
(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 9700 West Bryn Mawr Avenue Suite 150
Rosemont, Illinois 60018-5701
(Current mailing address)

8. Mail sale of dental supplies.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

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.


by: Bernadette Fahy Asst. VP
(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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DIVISION OF CORPORATIONS
95 SEP - 6 AM 8:58

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: and President L. Jack Bolton DDS, MI

Address: 2060 Chipperton Dallas, Tx 75225

Secretary ~~Vice Chairman~~ and Director Lawla N. Entenbruck DMD, MS

Address: 3 Atlantic Drive Scarborough, ME 04074

Treasurer and Director Jaffrey S. Topf DDS 25455 York Huntington Woods, MI 48070

Director: J. David Allen DDS

Address: 5090 Chantlatou Drive Stone Mountain, GA 30087

Director: Alan E. Daugh DDS, MSB

Address: 6073 South Pike Drive Larkspur, CO 80118

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

Vice President: and COO Kenneth Ludwig

Address: 316 Ashland Avenue River Forest, IL 60305

Vice President: William Pausolt

Address: 172 Knightsbridge Drive Mundelein, IL 60060

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. KENNETH LUDWIG - EXECUTIVE VICE PRESIDENT AND COO
(Typed or printed name and capacity of person signing application)

File Number 5630-887-3

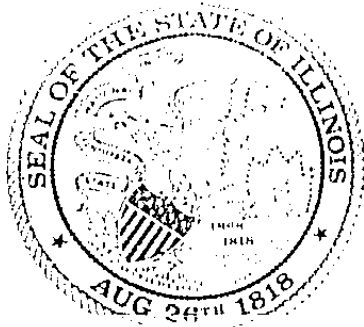


To all to whom these Presents Shall Come, Greeting:

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

MANAGEMENT GROUP INSURANCE SERVICES, INC., A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
MARCH 11, 1991, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF
THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING
OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS
DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****

In Testimony Whereof, *I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this* _____ **31ST**
day of _____ **JULY** _____ *A.D., 19* **95**



George H Ryan
SECRETARY OF STATE

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FCIU-36-3766573

Management Group Insurance Services, Inc.
A subsidiary of AAOIS National Insurance Company's Risk Retention Group



Effective November 1, 1996
6131 N. River Road, Suite 651
Rosemont, IL 60018-4173
Tel: (847) 394-3334
1 (800) 718-4570
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FLORIDA CERT # F95000004351

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