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BRUSSELS, BELGIUM
MOSCOW, RUSSIA

WRITER DIRECT DIAL NUMBER IS (512) 499-6207

November 13, 1995

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Southwest Insurance Agency, Inc.

200001636512
-11/15/95--01035--004
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, which we are submitting on behalf of our client, Southwest Insurance Agency, Inc. Attached to the application is an original Certificate of Existence from the Secretary of State of Texas. I have also enclosed a check in the amount of \$70.00 for payment of the registration fee.

Please do not hesitate to contact me if you have any questions regarding this application. In addition, I would appreciate receiving a copy of any correspondence you direct to the agency with respect to this filing.

Thank you for your assistance.

Sincerely,

Leigh M. Donner

Leigh M. Donner
Legal Assistant

Enclosures
cc: Rebecca Wooldridge

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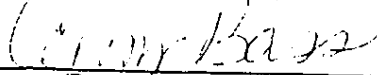
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

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. Southwest Insurance Agency, 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. Fed. Tax ID # 75-1653811
(FEI number, if applicable)
4. 4/24/78
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1201 Elm Street, Suite 3500
Dallas, Texas 75270
(Current mailing address)
8. Insurance agency in the business of selling life insurance and variable
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) annuities.
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.



(Registered agent's signature)
Amy Bass, Assistant Secretary

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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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 _____

Address _____

Vice Chairman _____

Address _____

Director: Rebecca Ann Wooldridge

Address: 1201 Elm Street, Suite 3500

Dallas, Texas 75270

Director: _____

Address: _____

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

President: Rebecca Ann Wooldridge

Address: 1201 Elm Street, Suite 3500

Dallas, Texas 75270

Vice President: _____

Address: _____

Secretary: Jennifer Kothman

Address: 1201 Elm Street, Suite 3500

Dallas, Texas 75270

Treasurer: _____

Address: _____

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

13. Rebecca A. Wooldridge
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Rebecca A. Wooldridge, President
(Typed or printed name and capacity of person signing application)

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The State of Texas

SECRETARY OF STATE

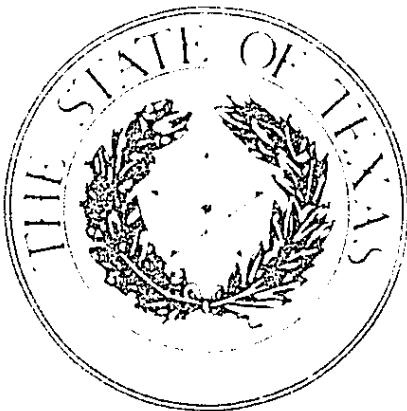
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

SOUTHWEST INSURANCE AGENCY, INC.

were filed in this office and a certificate of incorporation was issued on
APRIL 24, 1978;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 25, 1995.*

1087.

Antonio O. Garza, Jr.
Secretary of State

PH