

Document Number Only

F980000000082

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

600002391096--5
-01/06/98--01067--003
*****70.00 *****70.00

Producers America, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Fictitious Name
- CUS
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

WFB
98 JAN -6 PM 12:54
DIVISION OF CORPORATIONS
FILED SECRETARY OF CORPORATIONS

98 JAN -6 PM 12:36
DIVISION OF CORPORATIONS
RECEIVED

PLEASE RETURN EXTRA COPIES
FILE STAMP

1-6-98

THANKS, MELANT

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

**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. Producers America, 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. Nebraska
(State or country under the law of which it is incorporated)

3. 47-0755819
(FEI number, if applicable)

4. April 9, 1992
(Date of incorporation)

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

6. 12/30/97 or upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 2238 South 156 Circle
Omaha, NE 68130
(Current mailing address)

8. See attached "Specific Corporate Purpose"
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Francis P. Regan
(Registered agent's signature) (Officer)

Francis P. Regan Assistant Secretary

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 6 PM 12: 54

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list "Officers and Directors"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list "Officers and Directors"

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 6 PM 12: 54

Treasurer: _____

Address: _____

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

13. *Joleen K. Misek*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joleen K. Misek, Executive Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 6 PM 12: 54

Exhibit: "SPECIFIC CORPORATE PURPOSE"

The Nature of the business or purpose to be conducted or promoted is to market and sell insurance products by telephone for various insurance companies, to solicit orders for non insurance products to be approved and filled outside the qualification jurisdiction, and to engage in any lawful act or activity for which corporations may be organized under the laws of the qualification jurisdiction.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 PM 12: 54

Exhibit: List of "OFFICERS AND DIRECTORS"

PRODUCERS AMERICA, INC. OFFICERS LIST

George C. Grogan 2238 S. 156 Circle Omaha, NE 68130	Chairman of the Board and Chief Executive Officer
Gregory J. Vacek 2238 S. 156 Circle Omaha, NE 68130	President
Joleen K. Misek 2238 S. 156 Circle Omaha, NE 68130	Executive Vice President, Secretary and Chief Operating Officer
John W. Neppi 2238 S. 156 Circle Omaha, NE 68130	Vice President and Treasurer

PRODUCERS AMERICA, INC. DIRECTORS LIST

George C. Grogan
2238 S. 156 Circle
Omaha, NE 68130

Gregory J. Vacek
2238 S. 156 Circle
Omaha, NE 68130

Joleen K. Misek
2238 S. 156 Circle
Omaha, NE 68130

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -6 PM12:54

STATE OF

NEBRASKA



United States of America, }
State of Nebraska } ss.

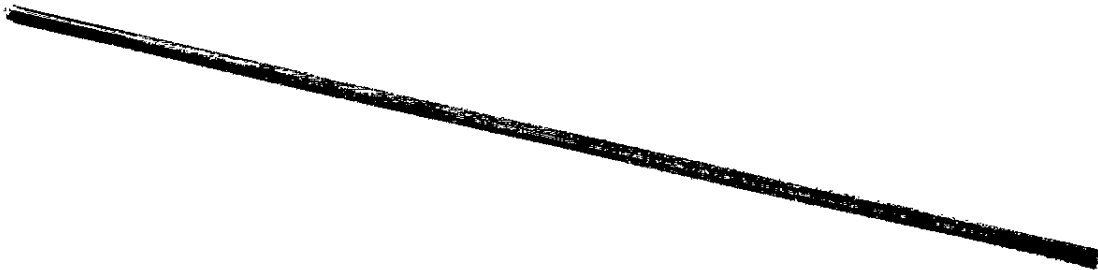
Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby certify;

PRODUCERS AMERICA, INC.

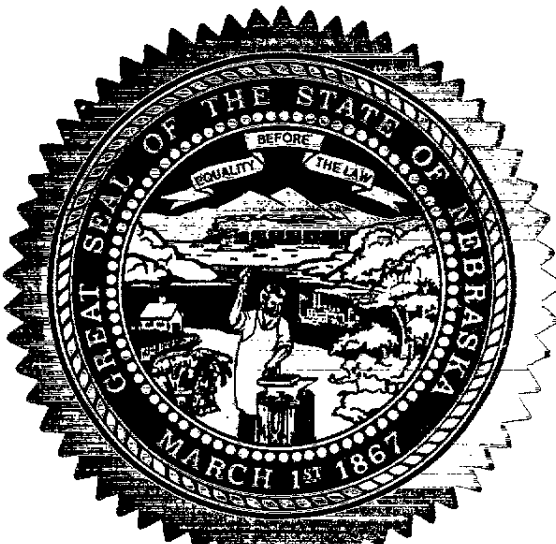
was duly incorporated under the laws of this state on April 9, 1992, and do further certify that no occupation taxes assessed are unpaid and no annual reports are delinquent; articles of dissolution have not been filed; and said corporation is in existence as of the date of this certificate.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 6 PM 12: 54



In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on December 31 in the year of our Lord, one thousand nine hundred and ninety-seven.



SECRETARY OF STATE