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F98000002364

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

100002499981-4

-04/24/98-01086-025

*****70.00 *****70.00

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Meadowbrook, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Meadowbrook, 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. Michigan
(State or country under the law of which it is incorporated)
3. 381798156
(FEI number, if applicable)
4. September 8, 1965
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 28, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 26600 Telegraph Road, Suite 300, Southfield, Michigan 48034
Attention: Michael G. Costello, General Counsel
(Current mailing address)
8. Insurance agency business and all activities relating or incident thereto.
(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

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: *See Addendum for additional Directors & Officers

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Merton J. Segal

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

Director:
~~Vice Chairman:~~ Robert S. Cubbin

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

Director: Warren D. Gardner

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

Director: Joseph C. Henry

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

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

President: Robert S. Cubbin

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

Vice President: Daniel G. Gibson
Chief Financial Officer

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

Secretary: Michael G. Costello

Vice President, General Counsel

Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

For: Meadowbrook, Inc.

12. A. DIRECTORS

Director: James R. Parry, Sr.
Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034
Director: Lee F. Kelly
Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034
Director: Cheryl L. Reno
Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

12. B. OFFICERS

Chairman of the
Board, CEO Merton J. Segal
Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034
Executive Vice
President James R. Parry, Sr.
Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034
Executive Vice
President Joseph C. Henry
Address: 26600 Telegraph Road, Ste. 300
Southfield, MI 48034

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

For: Meadowbrook, Inc.

12. B. OFFICERS

Senior Vice

President

Cheryl L. Reno

Address: 26600 Telegraph Road, Ste. 300

Southfield, MI 48034

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Treasurer: Lee F. Kelly

Vice President

Address: 26600 Telegraph Road, Ste. 300Southfield, MI 48034

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

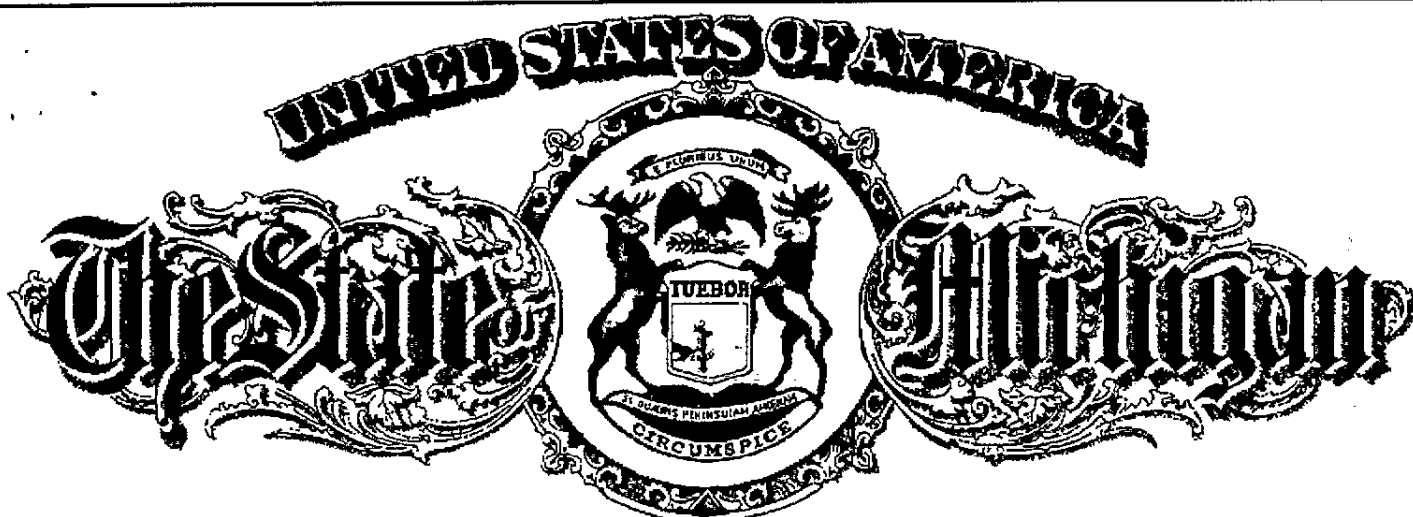
13.

Robert S. Cubbin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Robert S. Cubbin, President
(Typed or printed name and capacity of person signing application)

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

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This is to Certify That

MEADOWBROOK, INC.

was validly incorporated on September 8, 1965, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21st day of April, 1998.

Julie Coll

, Director

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Corporation, Securities and Land Development Bureau