

F 980000003923
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Great Lakes Insurance Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following: 800002546718-6

Doak Foster, Esquire
(Name of Person)

-06/03/98-01107-008
*****78.75 *****78.75

W98-12799

Mitchell, Williams, Selig, Gates & Woodyard
(Firm/Company)

320 West Capitol Avenue, Suite 1000
(Address)

Little Rock, Arkansas 72201
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Cindy Truax at (501) 370-4243
(Name of Person) (Area Code & Daytime Telephone Number)

mtu

COURIER ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1998

DOAN FOSTER, ESQUIRE
MITCHELL, WILLIAMS, SELIG, GATES & WOODYARD
320 WEST CAPTIVOL AVE., STE 1000
LITTLE ROCK, AR 72201

SUBJECT: GREAT LAKES INSURANCE COMPANY
Ref. Number: W98000012799

We have received your document for GREAT LAKES INSURANCE COMPANY and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certificate from the Department of Insurance that is not what we require in order to process the application. You would need to obtain a certificate of existence (good standing) from the Secretary of State office in Delaware.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$19,576.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 398A00031490

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**AFFIDAVIT
OF GREAT LAKES INSURANCE COMPANY**

I, Ronne Hoffman, Vice President and Assistant Secretary of Great Lakes Insurance Company ("Company"), being first duly sworn, state that erroneous information was listed on the Company's Application by Foreign Corporation for Authorization to Transact Business in Florida, submitted to the Florida Secretary of State's office on June 2, 1998, in that while the Company was issued a license by the Florida Insurance Department on the day specified in answer to Item #6, the Company did not in fact begin doing business as contemplated under Section 607.1501 as of that date; and that in fact, the Company has not transacted business in the state of Florida prior to the year the Application was submitted to the Florida Secretary of State's office.

By: Ronne Hoffman
Ronne Hoffman

Title: Vice President and Assistant Secretary

Dated and signed this 19th day of June, 1998, at New York, New York. I hereby certify under penalty of perjury that I am acting on my own behalf, and that the foregoing statements are true and correct to the best of my knowledge and belief.

Ronne Hoffman
Signature of Affiant

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State of New York)
County of New York)

Personally appeared before me the above named Ronne Hoffman personally known to me, who, being duly sworn, deposes and says that she executed the above instrument and that the statements and answers contained therein are true and correct to the best of her knowledge and belief.

Subscribed and sworn to before me this 19th day of June, 1998.

Raymond J. Holst
Notary Public
My Commission Expires 9/2/99

SEAL

RAYMOND J. HOLST
Notary Public, State of New York
No. 01HC5084327
Qualified in New York County
through September 2, 1999

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. Great Lakes Insurance Company
 (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 3. 34-4447823
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/30/50 5. "perpetual"
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/7/80
 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 802 Delaware Avenue
Wilmington, Delaware 19801
 (Current mailing address)

8. General insurance business, including ceding or assuming reinsurance and to conduct such other business or perform such other acts as are necessary or incidental to conducting such insurance business.
 (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: State Insurance Commission

Office Address: Capital Bldg.
Tallahassee, Florida, 32399-0300
 (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.

Connie Bryan
 (Registered agent's signature) **CONNIE BRYAN**
 SPECIAL 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) Please see attached.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

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. Ronne Hoffman

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

14. Ronne Hoffman, Assistant Secretary & Vice President

(Typed or printed name and capacity of person signing application)

**LIST OF OFFICERS AND DIRECTORS OF
GREAT LAKES INSURANCE COMPANY**

Name and Address (Officers)		Title
Dennis R. Kosovac	99 Route 14, Hudson, NY 12534	President
Richard J. Nolan, Jr.	17 Chilton Road, Wilmington, DE 19803	Senior Vice President
Bedros (Peter) Aharonyan	1 Gracie Terrace, Apt. 7F, New York, NY 10028	Senior Vice President
John A. Martin	94 Route 612, Walnut Hill, Box 422, Johnsonburg, NJ 07846	Senior Vice President
Paul G. Petrylak	251 West 74th Street, #3B, New York, NY 10023	Vice President & Treasurer
David S. Barrell	279 Chippenhem Drive, Hockessin, DE 19707	Vice President & Asst. Treasurer
William H. Duncan	21 Taylor Mills Road, Manalapan, NJ 07726	Vice President
Thomas Grillo	12 Wyckoff Drive, Trenton, NJ 08638	Vice President
Thomas D. Molitor	1807 Parr Road, Wilmington, DE 19803	Vice President
John F. Marazzo	3416 N. Rockfield Drive, Wilmington, DE 19810	Vice President
Joseph D. Picarello	2886 Princeton Pike, Lawrenceville, NJ 08648	Vice President
David J. Clark	2708 Tanager Drive, Wilmington, DE 19809	Vice President and Secretary
Ronne Hoffman	345 West 88th Street, New York, NY 14304	Vice President & Asst. Secretary

Name and Address (Directors)

Dennis R. Kosovac	99 Route 14, Hudson, NY 12534	President
Richard J. Nolan, Jr.	17 Chilton Road, Wilmington, DE 19803	Senior Vice President
Bedros (Peter) Aharonyan	1 Gracie Terrace, Apt. 7F, New York, NY 10028	Senior Vice President
John A. Martin	94 Route 612, Walnut Hill, Box 422, Johnsonburg, NJ 07846	Senior Vice President

Title
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 SECRETARY
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 MISSOURI

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREAT LAKES INSURANCE COMPANY" 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 JULY, A.D. 1998.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9174999

DATE:

07-01-98