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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Insurance Company of the West
(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:

James W. Austin
(Name of Person)
Insurance Company of the West
(Firm/Company)
11455 El Camino Real
(Address)
San Diego, CA 92130-2045
(City, State and Zip Code)

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*****78.75 *****78.75

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

James W. Austin at (619) 350 - 2515
(Name of Person) Area Code & Daytime Telephone Number

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TALLAHASSEE, FLORIDA
8/1/20/98

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

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

I.C.W. GROUP
INSURANCE COMPANY OF THE WEST
EXPLORER INSURANCE COMPANY
INDEPENDENCE CASUALTY AND SURETY COMPANY

11455 EL CAMINO REAL • SAN DIEGO, CA 92130-2045
P.O. BOX 85563 • SAN DIEGO, CA 92186-5563 • (619) 350-2400 • (800) 877-1111

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July 2, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

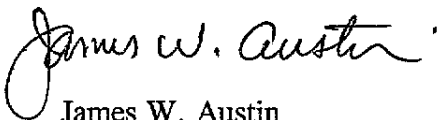
RE: Application for Admission of Insurance Company of the West

Dear Ladies and Gentlemen:

The Insurance Company of the West is preparing an application for admission to Florida. In this regard I am enclosing the Application by Foreign Corporation together with a Certificate of Good Standing issued by the California Secretary of State and a check for \$78.75. The check includes the \$70 registration fee and \$8.75 for a Certificate of Status. Please mail the Certificate of Status to my attention.

If you have any questions, please call at (619) 350-2515.

Very truly yours,



James W. Austin
Vice President, General Counsel and
Secretary

JWA:cc
Encl.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Insurance Company of the West
(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. California 3. 95-2769232
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 1, 1972 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. None transacted yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 85563
San Diego, CA 92186-5563
(Current mailing address)

8. To conduct a property, casualty and surety insurance business
(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: Insurance Commissioner
Office Address: Capitol
Tallahassee, Florida, 32399-0300
(Zip Code)

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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.*

Insurance Commissioner
(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.

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: Ernest S. Rady

Address: 11455 El Camino Real

San Diego, CA 92130-2045

Vice Chairman: None

Address: _____

Director: Bernard M. Feldman

Address: 11455 El Camino Real

San Diego, CA 92130-2045

Director: David S. Kaufman

Address: 70 Arthur Street

Winnipeg, Manitoba, Canada R3B1G7

SEE ADDENDUM

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

President: Bernard M. Feldman

Address: 11455 El Camino Real

San Diego, CA 92130-2045

Vice President: James A. Currie

Address: 11455 El Camino Real

San Diego, CA 92130-2045

Secretary: James W. Austin III

Address: 11455 El Camino Real

San Diego, CA 92130-2045

Treasurer: H. Michael Freet

Address: 11455 El Camino Real, San Diego, CA 92130-2045

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

13. James W. Austin III
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James W. Austin III
(Typed or printed name and capacity of person signing application)

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

12. A. DIRECTORS

Director: Richard S. King
708 East Main street
Madison, IN 47250

Director: Michael F. McAuliffe
Aon Risk Services
One Market, Spear Tower
Suite 2100
San Francisco, CA 94105

Director: Bruce N. Moore
3655 Fenelon Street
San Diego, CA 92106

Director: James B. Rathbun
5045 Caesena Way
Oceanside, CA 92056

Director: Charles E. Scribner
7905 El Paseo Grande
La Jolla, CA 92037

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B. OFFICERS

Vice President: J. Douglas Browne
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: John L. Hannum
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: H.E. Hire, Jr.
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Gene P. Irizarry
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Bill J. King
6575 West Loop South, Ste. 180
Bellaire, TX 77401-3509

Vice President: Charles T. Mosteller
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Leslie M. Obayashi
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Dennis E. Osgood
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Walter F. A. Prayer
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Carol A. Pringle
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Kevin M. Prior
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Rory Read
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Mark L. Richardson
11455 El Camino Real
San Diego, CA 92130-2045

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Vice President: Fariborz Rostamian
11455 El Camino Real
San Diego, CA 92130-2045

Vice President: Bruce J. Schryver
11455 El Camino Real
San Diego, CA 92130-2045

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 1st day of March, 1998

INSURANCE COMPANY OF THE WEST

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

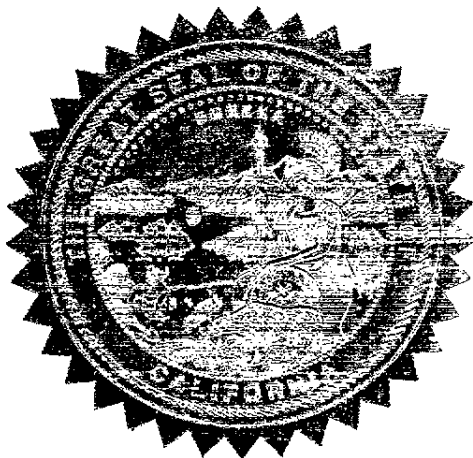
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

June 30, 1998



Secretary of State

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