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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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SUBJECT: Urban Insurance Company of Pennsylvania
(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:

William Slome, Director, Regulatory Compliance
(Name of Person)

The Robert Plan Corporation
(Firm/Company)

999 Stewart Avenue
(Address)

Bethpage, NY 11714
(City, State and Zip Code)

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

William Slome at (516) 393 - 4786
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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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

**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. Urban Insurance Company of Pennsylvania
(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. Pennsylvania 3. 23-2692669
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 27, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Not Applicable
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 999 Stewart Avenue
Bethpage, NY 11714
(Current mailing address)

8. Property/Casualty Insurance
(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)

Director:

~~Chairman~~: Robert M. Wallach

Address: 999 Stewart Avenue

Bethpage, NY 11714

Director:

~~Vice Chairman~~: Roy DiVittorio

Address: 999 Stewart Avenue

Bethpage, NY 11714

Director: Lawrence S. Isaacs

Address: 999 Stewart Avenue

Bethpage, NY 11714

Director: Philbert A. Nezamoodeen

Address: 999 Stewart Avenue

Bethpage, NY 11714

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

President: John D. Reiersen

Address: 999 Stewart Avenue

Bethpage, NY 11714

Vice President: Philbert A. Nezamoodeen

Address: 999 Stewart Avenue

Bethpage, NY 11714

Secretary: Philbert A. Nezamoodeen

Address: 999 Stewart Avenue

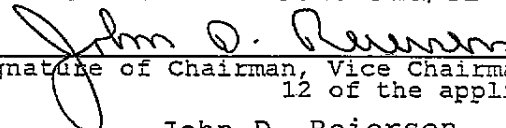
Bethpage, NY 11714

Treasurer: Michelle A. Masotti

Address: 999 Stewart Avenue

Bethpage, NY 11714

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

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

14. John D. Reiersen
(Typed or printed name and capacity of person signing application)

12. Names and addresses of Officers and/or Directors, continued.

A. DIRECTORS

Director: Lisa G. Drillich
Address: 999 Stewart Avenue
Bethpage, NY 11714

Director: John D. Reiersen
Address: 999 Stewart Avenue
Bethpage, NY 11714

Director: Jasper J. Jackson
Address: 999 Stewart Avenue
Bethpage, NY 11714

B. OFFICERS

Vice President: Jasper J. Jackson
Address: 999 Stewart Avenue
Bethpage, NY 11714

Vice President: Michelle A. Masotti
Address: 999 Stewart Avenue
Bethpage, NY 11714

Vice President: Robert M. Wallach
Address: 999 Stewart Avenue
Bethpage, NY 11714

Vice President: Lawrence S. Isaacs
Address: 999 Stewart Avenue
Bethpage, NY 11714

Vice President: Roy DiVittorio
Address: 999 Stewart Avenue
Bethpage, NY 11714

Vice President: Joseph Scaturro
Address: 1880 John F. Kennedy Boulevard, 18th Floor
Philadelphia, PA 19108

12. Names and addresses of Officers and/or Directors, continued.

Vice President: Hylan T. Hubbard III
Address: 999 Stewart Avenue
Bethpage, NY 11714

Assistant Secretary: Lisa G. Drillich
Address: 999 Stewart Avenue
Bethpage, NY 11714

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 29, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

URBAN INSURANCE COMPANY OF PENNSYLVANIA

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Dujongjalt

ACTING

Secretary of the Commonwealth

DPOS