

F98000006477
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AEGIS CORPORATION

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-09/21/98--01008--010
*****78.75 *****78.75

Dear Sir or Madam:

w98-21654

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. An additional fee of \$8.75 has been enclosed to receive a copy of the Certificate.

Please return all correspondence concerning this matter to the following:

Aon Technical Insurance Services, Inc.
ATTN: Gloria Goldbranson
123 N. Wacker Drive, 3rd Floor
Chicago, IL 60606

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

Gloria Goldbranson at 312-701-1690.

Mailing Address:

Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

At 11/30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1998

GLORIA GOLDBRANSON
AON TECHNICAL INSURANCE SERVICES, INC.
123 N. WACKER DR, 3RD FLOOR
CHICAGO, IL 60606

SUBJECT: AEGIS CORPORATION
Ref. Number: W98000021654

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

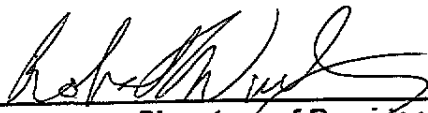
Letter Number: 998A00047749

RESOLUTION OF BOARD OF DIRECTORS

I, Robert D. Wurtz, President, do hereby certify that this Resolution of the Board of Directors of Aegis Corporation, a corporation duly organized and existing under the laws of the State of Wisconsin, was duly adopted on November 30, 1992. Be it resolved, that Aegis Corporation organized and existing in the State of Wisconsin, hereby adopts the name

PRINCIPAL INSURANCE MANAGERS, for use in Florida.
INC.

Dated: NOVEMBER 11, 1998



Signature of President

Robert D. Wurtz

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DIVISION OF CORPORATIONS
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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. Aegis Corporation
(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. Wisconsin (State or country under the law of which it is incorporated)
3. 39-1743077 (FEI number, if applicable)

4. November 30, 1992 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

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

7. 18550 West Capitol Drive
Brokkfield, WI 53045
(Current mailing address)

8. Aegis Corporation's primary business is insurance and risk management.
(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: Ron Ponzoli, Esq.

Office Address: 3250 Mary Street, Suite 302

Miami, Florida, 33133-5232
(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.

* [Signature]
(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.

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DIVISION OF CORPORATIONS
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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)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert D. Wurtz

Address: 10186 State Highway 60

Cedarburg, WI 53012

Director: John A. Dirkse

Address: 2451 North 93rd Street

Wauwatosa, WI 53226

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

President: Robert D. Wurtz

Address: 10187 State Highway 60

Cedarburg, WI 53012

Exec. Vice President: John A. Dirkse

Address: 2451 North 93rd Street

Wauwatosa, WI 53226

Secretary: Richard J. Green

Address: 9766 Western Avenue

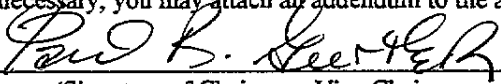
Cedarburg, WI 53012

Treasurer: Richard J. Green

Address: 9766 Western Avenue

Cedarburg, WI 53012

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. Paul R. Gurtler Vice President
(Typed or printed name and capacity of person signing application)

State of Florida

Application for Foreign Corporation for Authorization to Transact Business in
Florida

12. B. Officers continued

Name Paul R. Gurtler, Vice President

Address: N71 W27166 Hansen Drive City Sussex State WI Zip Code 53089

Name Karen M. Flynn, Vice President

Address: 601 Columbia Avenue City South Milwaukee State WI Zip Code 53172

Name David G. Bisek, Vice President

Address: 3058 South 94th Street City West Allis State WI Zip Code 53227

Name Richard J. Green, Vice President, Secretary/Treasurer

Address: 9766 Western Avenue City Cedarburg State WI Zip Code 53012

Name Kim R. Hurtz, Vice President

Address: W161 N10942 Hidden Glen Court City Germantown State WI Zip Code 53022

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

AEGIS CORPORATION

is a domestic corporation organized under the laws of this state and that its date of incorporation is NOVEMBER 30, 1992.

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I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on SEPTEMBER 1, 1998.



Richard L. Dean, Secretary
Department of Financial Institutions

BY: Patricia Weber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.