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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

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-01/29/99--01072--013
*****70.00 *****70.00

CORPORATION(S) NAME

GSG Insurance Agency, Inc.

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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. GSG Insurance Agency, 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. Colorado 3. 84-1481038
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 1, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 980 N. Federal Hwy., Suite 210, Boca Raton, Florida 33432
(Current mailing address)

8. Insurance services
(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)

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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

Barbara A Burke

(Registered agent's signature) (Officer)

BABARA A. BURKE
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: A. Joyce Wagner

Address: 980 N. Federal Hwy., Suite 210
Boca Raton, Florida 33432

Director: Charles E. Scarlett

Address: 980 N. Federal Hwy., Suite 210
Boca Raton, Florida 33432

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B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
GSG Insurance Agency, Inc.**

1. Marshall T. Leeds, President/CEO
980 N. Federal Hwy., Suite 210
Boca Raton, Florida 33432
2. Gregg S. Glaser, Executive VP/Treasurer
980 N. Federal Hwy., Suite 210
Boca Raton, Florida 33432
3. A. Joyce Wagner, Secretary
980 N. Federal Hwy., Suite 210
Boca Raton, Florida 33432
4. Charles Childs, Vice President
7935 E. Prentice Avenue, Suite 200
Greenwood Village, Colorado 80111-2714

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Treasurer: _____

Address: _____

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

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

14. A. Joyce Wagner, Secretary
(Typed or printed name and capacity of person signing application)

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

GSG INSURANCE AGENCY, INC.
(COLORADO CORPORATION)

FILE # 19981212029 WAS FILED IN THIS OFFICE ON December 01, 1998
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: December 29, 1998

Victoria Buckley

SECRETARY OF STATE

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FALLS CHASSEE, FLORIDA