

F99 000000703

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LEGACY MARKETING GROUP, AKA LEGACY MARKETING GROUP, INC.
(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:

100002748681--9
-01/20/99-01110--001
*****87.50 *****87.50

NEIL PORTER
(Name of Person)

LEGACY MARKETING GROUP
(Firm/Company)

1179 NORTH MCDOWELL BLVD.
(Address)

PETALUMA, CA 94954
(City/State/Zip)

W99-1518

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

NEIL PORTER at (707) 778-8638, EXT. 6749
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET 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

9215

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 21, 1999

NEIL PORTER
LEGACY MARKETING GROUP
1179 NORTH MCDOWELL BLVD.
PETALUMA, CA 94954

SUBJECT: LEGACY MARKETING GROUP, INC.
Ref. Number: W99000001518

We have received your document for LEGACY MARKETING GROUP, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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 \$7065.00.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 299A00002796

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99 FEB -5 PM 3:53



LEGACY
MARKETING
GROUP
◆◆◆

POST OFFICE BOX 7873
SAN FRANCISCO, CA 94120-7873
TELEPHONE: 707 778-8638
FACSIMILE: 707 778-1524

February 2, 1999

Jennifer Sindt
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: W99000001518

Dear Ms. Sindt:

We are in receipt of your January 21, 1999, correspondence concerning Legacy Marketing Group's business transactions in the state of Florida.

Legacy Marketing Group believes that it falls within the parameters of Sections 607.1501(2)(e) and 607.1501(2)(i) of the Florida Statutes, which provide the following:

The following activities among others, do not constitute transacting business within the meaning of subsection (1):

- ...
(e) *Selling through independent contractors.*
- ...
(i) *Transacting business in interstate commerce.*

Legacy Marketing Group markets and administers life insurance and annuity products on behalf of unaffiliated insurance carriers through the use of duly licensed and appointed insurance Producers in the state of Florida. Accordingly, Legacy Marketing Group's activities do not constitute "transacting business" within the meaning of the provisions of the aforementioned statute. In addition, no employees of Legacy Marketing Group transact business in the state of Florida within the context of Section 607.1501(1) of the Florida Statutes.

Furthermore, the business of insurance has long been held to constitute interstate commerce since the Supreme Court's decision in the case of *United States v. Southeastern Underwriters Association*, 322 U.S. 533 (1944), thus bolstering Legacy Marketing Group's contention that it is not required to obtain a Certificate of Authority from the [Florida] Department of State, pursuant to Section 607.1501(1) of the Florida Statutes.

The date of August 1, 1993, provided in response to question six (6) on the *Application by Foreign Corporation for Authorization to Transact Business in Florida*, was entered erroneously. This is the date on which Legacy Marketing

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99 FEB -5 PM 3:53

Group commenced transacting business in the state of California. Accordingly, please deem this correspondence to be an amendment to Legacy Marketing Group's *Application by Foreign Corporation for Authorization to Transact Business in Florida*, as indicated on the enclosed Affidavit.

Notwithstanding the foregoing, Legacy Marketing Group has submitted its *Application by Foreign Corporation for Authorization to Transact Business in Florida* for licensure in the event Legacy contemplates transacting business in the state of Florida. In addition, Legacy Marketing Group anticipates that its application to conduct business as a Third Party Administrator in the state of Florida will be filed shortly.

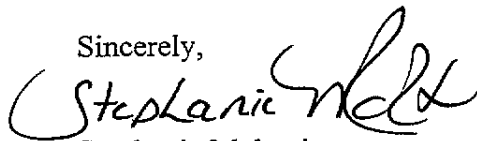
We have enclosed an Affidavit signed by Legacy Marketing Group's Chief Financial Officer, David Skup, affirming the declaration above.

Please continue to process Legacy Marketing Group's *Application by Foreign Corporation for Authorization to Transact Business in Florida* and remit a Certificate of Authority upon its approval. In addition, please forward written confirmation that Legacy Marketing Group is not required to remit the \$7065.00 as requested in your January 21, 1999, correspondence, as Legacy Marketing Group does not transact business in the State of Florida, within the meaning of Sections 607.1501(2)(e) and 607.1501(2)(i) of the Florida Statutes.

We apologize for such a palpable error and regret any confusion that we may have caused.

Should you have any questions, please contact me at (800) 395-1053, extension 6939.

Sincerely,



Stephanie Molteni

Enclosure

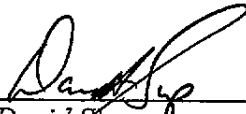
AFFIDAVIT OF LEGACY MARKETING GROUP'S ACTIVITIES IN THE STATE OF FLORIDA

I, David Skup, as Chief Financial Officer of Legacy Marketing Group, being first duly sworn, hereby depose and make the following representations:

1. Question number six (6) on the *Application by Foreign Corporation for Authorization to Transact Business in Florida*, submitted by Legacy Marketing Group was answered erroneously.
2. The correct answer to number six (6) is as follows:

Pursuant to Sections 607.1501(2)(e) and 607.1501(2)(i) of the Florida Statutes, Legacy Marketing Group's activities within the state of Florida do not constitute "transacting business," within the provisions of the aforementioned statute.

IN WITNESS WHEREOF, intending to be legally bound hereby, I have hereunto affixed my signature to this affidavit, this second day of February, 1999.



Signature of David Skup

SUBSCRIBED TO and sworn before me this second day of February, 1999.



Stephanie Molteni, Notary Public

Commission expires on January 31, 2002



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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. LEGACY MARKETING GROUP AKA LEGACY MARKETING GROUP, 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. CALIFORNIA (State or country under the law of which it is incorporated) 3. (FEI number, if applicable)

4. 5/29/92 (Date of Incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. AUGUST 1993 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1179 N. MCDOWELL BLVD. PERRIS, CA 94954 (Current mailing address)

8. TO ADMINISTER MARKET THE PRODUCTS FOR INDEPENDENT INSURANCE CARRIERS (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: CORPORATION SERVICE COMPANY Office Address: 1201 HAYS STREET TALLAHASSEE, Florida, 32301 (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.

Anne M. Martin (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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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: LYNDA REGAN

Address: 351 HICKS VALLEY ROAD
PETALUMA, CA 94954

Vice Chairman: _____

Address: _____

Director: R. PRESTON PITTS, JR.

Address: 630 C STREET
PETALUMA, CA 94954

Director: _____

Address: _____

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

President: R. PRESTON PITTS, JR.

Address: 630 C STREET
PETALUMA, CA 94954

Vice President: _____

Address: _____


Secretary: R. PRESTON PITTS, JR.

Address: 630 C STREET
PETALUMA, CA 94954

Treasurer: DAVID SKUP

Address: 8019 MAMMOTH DRIVE ROHNERT PARK, CA 94928

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. DAVID SKUP, CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

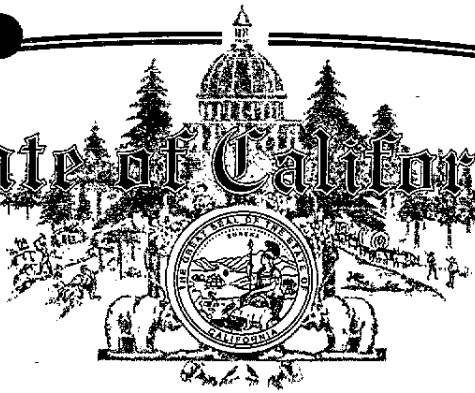
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99 FEB -5 PM 3:53

Addendum to Section B. Officers

<i>Title</i>	<i>Name & Home Address</i>
Chief Marketing Officer	Greg Egger 2143 Falcon Ridge Drive Petaluma, CA 94952
Chief Executive Officer	Lynda Louise Regan 351 Hicks Valley Road Petaluma, CA 94954
Vice President of Information Systems	Hugh Lynn Stafford 1456 Country Manor Drive Santa Rosa, CA 95401
Vice President of Variable Products	Larry Qvistgaard 513 Atherton Avenue Novato, CA 94945

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99 FEB -5 PM 3:53

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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99 FEB -5 PM 3:53

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

That on the **29TH** day of **MAY**, 1992, **LEGACY MARKETING GROUP** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

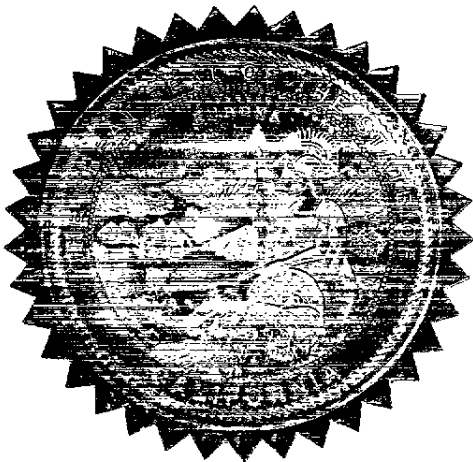
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 December 3, 1998.



Bill Jones
BILL JONES
Secretary of State