

F99000002954

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

200003151842--4
-02/29/00--01059--017
*****35.00 *****35.00

CORPORATION(S) NAME

Banc One Insurance Services Corporation

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- Pick Up
- After 4:30

RECEIVED
FEB 29 PM 1:30
CORPORATION
STATE FLORIDA

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

2/29

PLEASE RETURN EXACT COPY(S)
FILE STAMPED
THANKS
LAURA EARNEST

N/C

CR2E031 (1-89)
needs approval
for transfer

G. PAYNE MAR 14 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 29, 2000

CT Corporation System
Tallahassee, FL

walk in/pickup

SUBJECT: BANC ONE INSURANCE SERVICES CORPORATION
Ref. Number: F99000002954

We have received your document for BANC ONE INSURANCE SERVICES CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

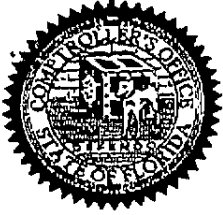
If you have any questions concerning the filing of your document, please call (850) 487-6901.

Attn: Susan Payne
Senior Section Administrator

Letter Number: 400A00011072

*Please Back Date and
Send to Attn of Jeffrey B.*

RECEIVED
00 MAR 15 PM 12: 16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 8, 2000

Jon Rasmussen
Secretary and Compliance,
Managing Director
Banc One Insurance Agency, Inc.
111 East Wisconsin Avenue
Suite 1510, W11-2151
Milwaukee, WI 53202

Dear Mr. Rasmussen:

Re: "Banc One Insurance Agency, Inc."

Reference is made to your letter/fax requesting approval of the above-referenced corporate name which is a wholly-owned subsidiary of Bank One, Wisconsin, a state-chartered non-member insured bank, a subsidiary of Bank One Corporation, a bank holding company headquartered in Chicago, Illinois.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation to transact business in the state of Florida.

Sincerely,

Alex Hager
Acting Director

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Banc One Insurance Services Corporation

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Wisconsin

3. Date authorized to do business in Florida: June 9, 1999

FILED
00 FEB 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 20, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Banc One Insurance Agency, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change



Signature

Name and Title

Glen J. Milesko, President & CEO

FEB 10 2000

Date

DFI/CORP/30
DOCUMENT
2/00

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



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

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: February 21, 2000

BY: *Anne Ploessl*

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.

01M037146

Sec. 180.1006
Wis. Stats.

State of Wisconsin
Department of Financial Institutions

ARTICLES OF AMENDMENT (Stock, for-profit Corporation)

A. The present corporate name (prior to any change effected by this amendment) is:

Banc One Insurance Services Corporation

Text of Amendment (Refer to the existing articles of incorporation and the instruction on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Amending Article I of the Articles of Incorporation to read as follows:

"Name. The name of the corporation is Banc One Insurance Agency, Inc."

JAN 20 12:00PM
#.#
158384 DCORP 40 40.00

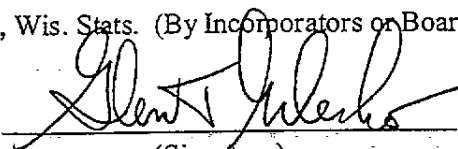
ACCT 00011149 CLASS CODE 340
TRX 0001162637 Amount \$25.00

B. Amendment(s) adopted on January 7, 2000

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- () In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR
- (X) In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR
- () In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on January 14, 2000
(Date)


(Signature)

Title: (X) President () Secretary
or other officer title _____

Glen J. Milesko
(Printed name)

This document was drafted by Monica M. Barbour
(Name of the individual who drafted the document)

FILING FEE - \$40.00, or more. SEE instructions, suggestions and procedures on following page.

DFI/CORP/4(R12/98) Use of this form is voluntary.

00 JAN 19 PM 3:09
RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

Changes corporate name

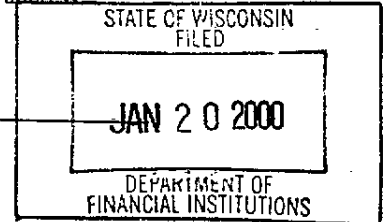
\$40.00 AT
\$25.00 Expedite

ARTICLES OF AMENDMENT (Ch. 180, stock, for-profit)

Michelle Voskuil
111 E. Wisconsin Avenue
Suite 1510
Milwaukee, Wisconsin 53202

Returned to:
Attn: Tammy & Dawn
C T Corporation System
44 E. Mifflin St.
Madison WI 53703

Indicate here where you would like the
ledgment copy of the filed docu-
nt. Please include complete
id mailing address



Your phone number during the day: (414) 765 - 2525

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00 or more**, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Av, 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577.

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats. for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

D. If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner.

FILING FEE - Minimum fee is \$40.00. If the amendment increases the number of authorized shares, provide an additional fee of 1 cent for each newly-authorized share.

DFI/CORP/4(R12/98)