F99000004418

Central Licensing Bureau
SUITE 55
PROSPECT BUILDING
1501 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207

(501) 664-8044
FAX (501) 664-6182

EVA FLEA CHEE
President
GENA BRADSHAW, FLMI
Vice President

August 18. 1999

Division of Corporations
Certification Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify GTC Insurance Agency, Inc. & MWF Insurance Agency, Inc. to do business in your state. I have enclosed a self-addressed UPS Next Day Air envelope for your convenience. Please exepdite handling.

I trust this letter and the enclosed documents places in compliance with your state statutes. However, if any furthur action is required, please do not hesitate to contact me.

Thank you for your consideration of this filing.

Sincerely,

Anthony Burton
Initial Licensing Division

AB/sg

Enclosure

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*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. GTC 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. Delaware
(State or country under the law of which it is incorporated)

3. 22-3662754
(FEI number, if applicable)

4. May 28, 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2500 Lake Cook Road
Riverwoods, IL 60015
(Current mailing address)

8. In the business of insurance, functioning as an insurance agency.
(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: C T Corporation System

Office Address: 1200 South Pine Island

Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE FLORIDA

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.

*** Please See Attached ***
(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)

Chairman: *** Please See Attached ***

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

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

President: *** Please See Attached ***

Address: _____

_____

Vice President: _____

Address: _____

_____

Secretary: _____

Address: _____

_____

Treasurer: _____

Address: _____

_____

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TALLAHASSEE FLORIDA

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. J. Nathan Hill - President
(Typed or printed name and capacity of person signing application)

GTC Insurance Agency, Inc.

Officers & Directors

President
J. Nathan Hill
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (302) 323-7687

V. Pres., Asst. Sec., Treas.
John J. Coane
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (302) 323-7474

Secretary
Hugh M. Hayden
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-3082

Directors
Margaret J. Bellock
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-3022

Kelly M. Corley
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-1009

Janet L. Martin
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-3346

Insurance Officers
Margaret J. Bellock
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-3022

Janet L. Martin
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-3346

GTC Insurance Agency, Inc.

Officers & Directors

Insurance Officers

Eric P. Andersen
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 291-2325

Marieta K. Borzym
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-2284

Dorothy Murdock
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-2114

Tammy Jo Trefny
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 291-2640

Joby Orlowsky
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-4106

Jeanne Garrett
2500 Lake Cook Road
Riverwoods, IL 60015
Phone: (847) 405-4106

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ACCEPTANCE OF APPOINTMENT

RE: **GTC INSURANCE AGENCY, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: August 17, 1999

C T CORPORATION SYSTEM

By_____

Jonathan L. Miles,
Assistant Secretary

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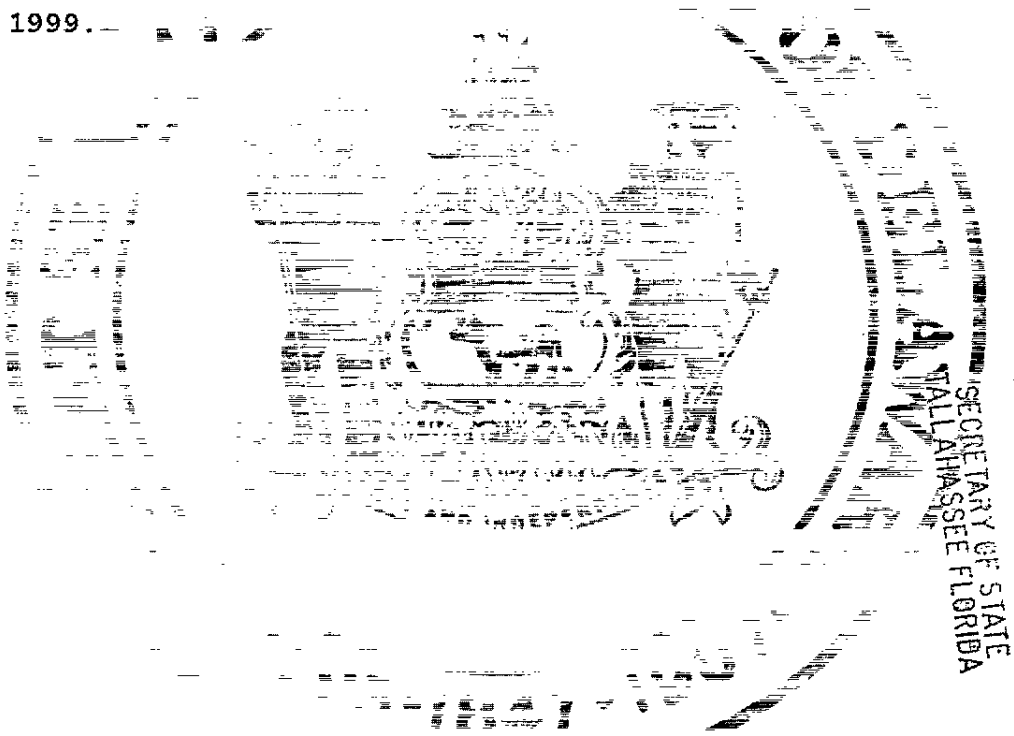
99 AUG 20 AM 10:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GTC INSURANCE AGENCY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF AUGUST, A.D. 1999.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9921693

DATE: 08-13-99