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LAW OFFICES
CREWS & HANCOCK, P. L. C.

SUITE 1015, SEVEN HUNDRED BUILDING
700 EAST MAIN STREET
POST OFFICE BOX 1474

RICHMOND, VIRGINIA 23218-1474

TELEPHONE (804) 649-9333
TELECOPIER (804) 783-1759

September 17, 1999

THE FLINT HILL CENTRE
3050 CHAIN BRIDGE ROAD
SUITE 300
FAIRFAX, VIRGINIA 22030-2884

TELEPHONE (703) 591-3440
TELECOPIER (703) 591-7848

PENN FOREST CORPORATE CENTER
5115 BERNARD DRIVE, SUITE 301
POST OFFICE BOX 21187
ROANOKE, VIRGINIA 24018-1187

TELEPHONE (540) 774-6855
TELECOPIER (540) 774-7947

File No. 1166-1

State of Florida
Qualifications/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002990747--7
-09/20/99--01063--011
*****70.00 *****70.00

RE: Federated Rural Electric Management Corp.

Dear Sir or Madam:

Enclosed please find a completed Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida for Federated Rural Electric Management Corp. Additionally, I have enclosed a check in the amount of \$70.00 made payable to the Florida Secretary of State for the processing of this application.

If you have any questions or require any additional information, please do not hesitate to contact me at (804) 649-9333. Thank you for your assistance in this matter.

Sincerely,



Scott J. Sorkin

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

822-99

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Federated Rural Electric Management Corp.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Kansas 3. 48-1219966
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 27, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 1999
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 11875 West 85th Street
Lenexa, Kansas 66214
(Current mailing address)

8. Management and insurance related 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:

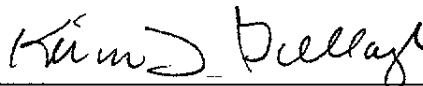
C T Corporation System
(Name)

1200 South Pine Island Road
(Office address)

Plantation, Florida, 33324
(City) (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.



(Registered agent's signature)

KEVIN J. GALLAGHER

ASSISTANT VICE PRESIDE

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

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TALLAHASSEE, FLORIDA

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 list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Please see attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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)

FRANK X. FRANS

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

FEDERATED RURAL ELECTRIC MANAGEMENT CORP

DIRECTORS

Name and Title	Business Address	Residential Address	Social Security Number
Charles E. Adair Director	185 Pin Oak Lane Clinton, SC 29325	81 Pin Oak Lane Clinton, SC 29325	248-06-9237
Jimmy R. Bason Director	Star Route 2, Box 88 Hillsboro, NM 88042	Star Route 2, Box 88 Hillsboro, NM 88042	525-68-2882
Wayne Beadles, Chairman	Route 1, Box 235 Brinkley, AR 72021	Route 1, Box 235 Brinkley, AR 72021	432-60-5659
Gary M. Bullock Director	155 Temple Rd. P. O. Box 629 Carrollton, GA 30117	40 Patricia Lane Carrollton, GA 30116	266-56-8222
Donald A. Campbell Secretary, Treasurer	120 East Agate Ave. Granby, CO 80446	P. O. Box 96 Grand Lake, CO 80447	484-28-8690
David J. Coyle Director	P. O. Box 391909 58470 Hwy. 371 Anza, CA 92539-1909	43750 Campo Rojo Temecula, CA 92592	503-46-6343
James R. Fanning Director	P. O. Box 398 91 W. 160 Hwy. Lamar, MO 64759-0398	803 Broadway P. O. Box 607 Lamar, MO 64759	488-54-6878
Rodney V. Gerdes Director	P. O. Box 230 1712 Central Ave. Horton, KS 66439-2330	Route 1, Box 94F Horton, KS 66439	505-66-9741
William H. Hutcheson Director	P. O. Box 2 61-65 4 th St. Woodbine, IA 51579	903 Lincoln Way Woodbine, IA 51579-1014	484-40-3691
Vernon J. Kolen Director	P. O. Box 601 Gold Beach, OR 97444	540 Turner St. Gold Beach, OR 97444	542-18-5784
Billy W. Lyons Director	P. O. Box 313 320 Basham Dr. Leitchfield, KY 42755	P. O. Box 313 320 Basham Dr. Leitchfield, KY 42755	402-44-1950
Donald McCracken Director	1485 Oliver Rd. Centerburg, OH 43011	1485 Oliver Rd. Centerburg, OH 43011	297-32-6309
Dan Murray Director	1338 Biglerville Rd. Gettysburg, PA 17325	138 Artillery Dr. Gettysburg, PA 17325	193-32-0843
Robert D. Rademacher Director	P. O. Box 830 Hwy. 14 E. Huron, SD 57350	1435 Idaho Ave., S.E. Huron, SD 57350	503-46-4868
Wayne Retzlaff Director	P. O. Box 308 1878 W. White Mt. Blvd. Lakeside, AZ 85929	P. O. Box 1747 Lakeside, AZ 85929	502-48-5285

99 SEP 1999
 SECRETARY OF FINANCE
 WILLIAM S. SEETHAMER

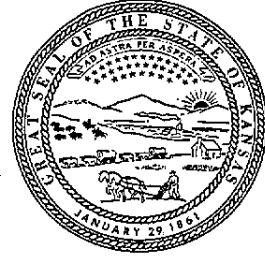
DIRECTORS			
Name and Title	Business Address	Residential Address	Social Security Number
Thomas N. Seng Vice Chairman	P. O. Box 188 2243 E. Main Greenfield, IN 46140-0188	1129 N. Creekview Dr. Greenfield, IN 46140-8090	337-40-5450
Karl W. Wenzel Director	N. 9118 Hwy. 22 Pardeeville, WI 53954	N. 9118 Hwy. 22 Pardeeville, WI 53954	391-22-3906
Jack Williams Director	401 Epworth Court Box 524 Solomons, MD 20688	401 Epworth Court Box 524 Solomons, MD 20688	218-12-1637
Stan Wilson Director	P. O. Box 398 1307 College Ave. Jackson, AL 36545	P. O. Box 65 Clark Street Chatom, AL 36518	423-66-4684
Neil L. Wogsland Director	37342 W. Stocking Dr. Menahga, MN 56464	37342 W. Stocking Dr. Menahga, MN 56464	473-44-6858

OFFICERS			
Name and Title	Business Address	Residential Address	Social Security Number
John Patrick Conner Assistant Vice President	11875 W. 85 th St. Lenexa, KS 66214	12806 Connell Dr. Overland Park, KS 66213	509-50-0248
Francis X. Fraas President & CEO	11875 W. 85 th St. Lenexa, KS 66214	12914 Briar Dr. Leawood, KS 66209	495-42-6294
William C. Gettler Vice President - Claims	11875 W. 85 th St. Lenexa, KS 66214	26338 Metcalf Louisburg, KS 66053	510-42-8590
Thomas A. Gitschier Vice President - Underwriting	11875 W. 85 th St. Lenexa, KS 66214	1001 N.E. Chestnut St. Lee's Summit, MO 64086-5447	025-38-9759
Philip D. Irwin Vice President of Finance & CFO	11875 W. 85 th St. Lenexa, KS 66214	14611 S. Azuff Lane Olathe, KS 66062	511-74-1466
Susan M. Olander, Esquire General Counsel & Assistant Secretary	11875 W. 85 th St. Lenexa, KS 66214	115 Southfork Lansing, KS 66043-6253	495-50-1954
Carl L. Schroer Assistant Vice President - Sales & Marketing	11875 W. 85 th St. Lenexa, KS 66214	9308 Mohawk Lane Leawood, KS 66209	500-48-6687

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 TALLAHASSEE, FLORIDA

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the state of Kansas, do hereby certify that I am the custodian of records of the State of Kansas relating to corporations and that I am the proper official to execute this certificate.

I FURTHER CERTIFY THAT

FEDERATED RURAL ELECTRIC MANAGEMENT CORP.

is a regularly and properly organized not for profit corporation under the laws of the state of KANSAS, having been incorporated in Kansas on the 27th day of May, A.D. 1999 and has paid all fees due this office and is in good standing according to records now on file in the office of Secretary of State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
20th day of August, A.D. 1999



RON THORNBURGH
SECRETARY OF STATE