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660 East Jefferson Street

Address
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City State Zip Phone

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****285.00 ****285.00

CORPORATION(S) NAME

RLI Mortgage Services, LLC

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- NonProfit
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. RLI Mortgage Services, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Illinois 3. 37-1377059
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 28, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 9025 N. Lindbergh Drive
Peoria, Illinois 61615
(Street address of principal office)

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8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
* Daniel Crowley	Manager	* Jonathan E. Michael	Manager
* Sherry D. Dickinson	Manager	* Michael J. Stone	Manager
Taylor, Bean & Whitaker		* David C. Sandoz	Manager
Mortgage Corp.	MGRM	Replacement Lens Inc.	MGRM
101 S.E. Second Street		9025 N. Lindbergh Drive	
Ocala, Florida 34470		Peoria, Illinois 61615	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

* The address is the same as the corporation (MGRM) underneath the name in the same column.

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Replacement Lens Inc. _____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100,000.00
(This total includes amounts from 2 and 3 above.)

Jean M. Stephenson

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Replacement Lens Inc., By:
Jean M. Stephenson, Assistant Corporate Secretary

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RLI Mortgage Services, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

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99 JAN - 8 PM 3: 26

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

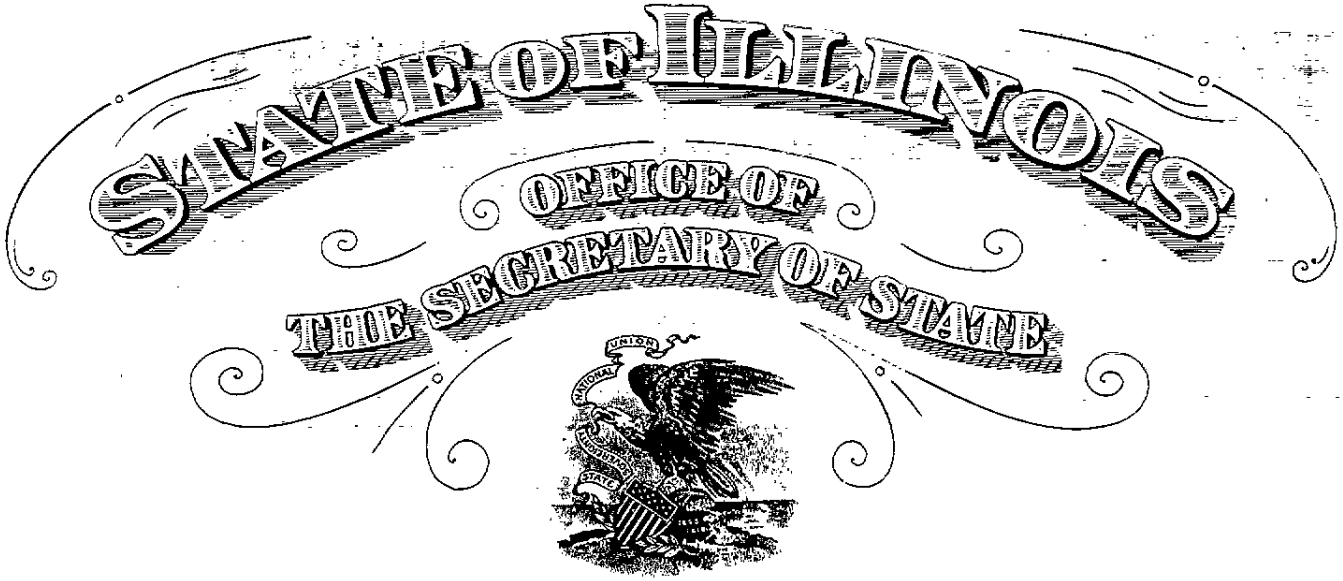
C T CORPORATION SYSTEM

Anne E. Diamond
(Signature)
Anne E. Diamond, ASST. Secy.

January 7, 1999
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

File Number 0023264-5



To all to whom these Presents Shall Come, Greeting:

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

RLI MORTGAGE SERVICES, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON OCTOBER 28, 1998,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, *I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this* _____ 31ST
day of _____ DECEMBER *A.D., 19* 98.

George H Ryan

SECRETARY OF STATE