



CT System

F9500002667

May 23, 1995

CT Corporation System
1201 Peachtree Street, NE
Atlanta, GA 30361
404 888 6488
Fax 404 888 6498

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AFC AGENCY, INC.
Order #: 296458

Counsel: Access Financial Corp.
Attn: Sharon Brown
1100 Abernathy Road
Suite 1200
Atlanta, GA 30328

900001500419
-05/26/95--01078--001
*****70.00 *****70.00

Gentlemen:

As requested by counsel, we enclose for filing a qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed due course.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-241-8922.

Very truly yours,

John J. Masters
Sr. Customer Specialist

JJM/ts

Enclosure(s)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. AFC Agency, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," 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.)

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

3. July 26, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. 41-1787112
(Federal Employer Identification number, if applicable)

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

7. 1100 Abernathy Road, Suite 1200, Atlanta, Georgia 30328
(Current mailing address)

8. Sale of insurance products.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Kenneth M. Duncan

Address: 6000 Clearwater Drive
Minnetonka, Minnesota 55343

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. Officers:

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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: _____

C T Corporation System

(Officer)

John J. Masters

(Typed Name and Title of Officer)

Asst. Secy

12. 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.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Alan L. Atlas, Vice President

(Name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of
AFC Agency, Inc.**

1. Kenneth M. Duncan
6000 Clearwater Drive
Minnetonka, Minnesota 55343
2. David W. Rogers
6000 Clerwater Drive
Minnetonka, Minnesota 55343
3. Linda L. Cutler
15407 McGinty Road West
Wayzata, Minnesota 55391-2399
4. Jeffrey A. Hilligoss
6000 Clearwater Drive
Minnetonka, Minnesota 55343

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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
AFC Agency, Inc.**

1. Kenneth M. Duncan, Chairman
600 ...rwater Drive
Minneapolis, Minnesota 55343
2. David C. King, President
1100 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
3. Alan L. Atlas, Vice President and Secretary
1100 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
4. Anthony J. Mannino, Vice President and Treasurer
1100 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
5. Michael L. Newell, Vice President and Assistant Secretary
1100 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
6. Gary V. Busch, Vice President and Assistant Treasurer
1100 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
7. Wayne R. Kroll, Vice President
1100 Abernathy Road, Suite 1200
Atlanta, Georgia 30328

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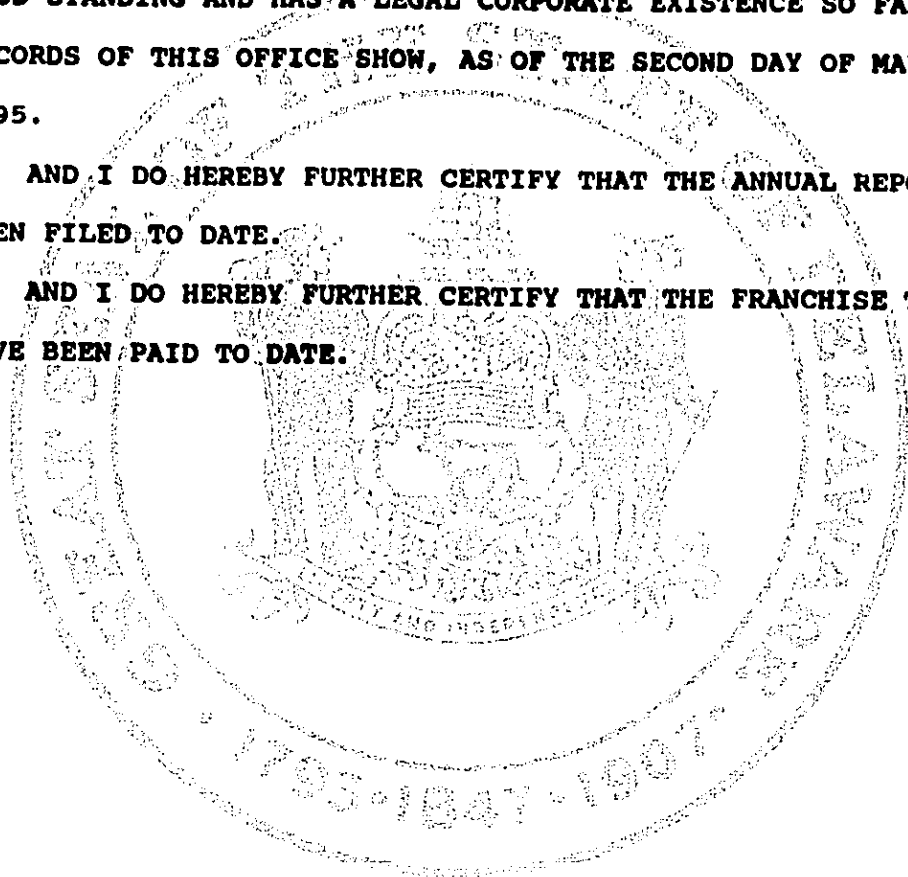
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFC 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 SECOND DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7491836

DATE: 05-02-95