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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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03 JUL 17 PM 2:48
DIVISION OF CORPORATIONS
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FOREIGN PROFIT QUALIFICATION

Fidelity Insurance Agency, Inc.

RECEIVED
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DIVISION OF CORPORATIONS

Certificate of Status	0
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Page Count	05 11
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Glenda E. Hood
Secretary of State

CT CORPORATION SYSTEM

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The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

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FAX Aud. #: H03000235534
Letter Number: 103A00042228

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. Fidelity 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. Massachusetts

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

3. 042710779

(FEI number, if applicable)

4. 06/25/1980

(Date of incorporation)

5. Perpetual

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

6. Upon Qual

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 32 Devonshire Street, Boston, MA 02109

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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/o C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

C T Corporation System

By: James Knealy

(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.

FIDELITY INSURANCE AGENCY, INC.
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

August 28, 2002

The undersigned, being all of the directors of Fidelity Insurance Agency, Inc., a Massachusetts corporation (the "Corporation"), in accordance with Chapter 156B, Section 59 of the Massachusetts General Laws, do hereby take and consent to the following actions, as though said actions had been taken at a meeting of the directors of the Corporation, duly called and held, at which a quorum was present and acting throughout:

VOTED: That the Corporation hereby adopt the fictitious name "Devonshire Insurance Agency" ^{Inc.} to do business in the any state that the President of the Corporation deems necessary or appropriate; and

VOTED: That the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed for the purposes of carrying out the foregoing vote.

This written consent which may be executed in two or more counterparts, all of which taken together shall constitute one and the same instrument, shall be effective on and as of the date first above written and shall be filed with the records of the meetings of the directors of the Corporation.


Lena G. Goldberg

Rodney R. Rohda

Melanie Calzetti-Spahr

Tai S. Bright

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Lena G. Goldberg


Rodney R. Rohda

Melanie Calzetti-Spahr

Tai S. Bright

03 JUN 17 PM 9:28

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Rodney R. Rohda

Melanie Calzetti-Spahr
Melanie Calzetti-Spahr

Tai S. Bright

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Lena G. Goldberg

Melanie Calzetti-Spahr

Rodney R. Rohda

Tai S. Bright

Document #: 365350

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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)

14. _____

Melanie Galzetti-Spahr, President and Director of Fidelity Insurance Agency, Inc

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

AUG-22-2003 13:43

P.05

Attachment to Florida

Purpose Clause

To act exclusively as an insurance agent and broker pursuant to Massachusetts G.L. 175 and acts and amendments thereof.

AMERICAN
FIDELITY
03 JUN 17 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIDELITY INSURANCE AGENCY, INC.
82 Devonshire Street
Boston, MA 02109

Officers and Directors

NAME	TITLE
Tai S. Bright	Director
Melanie Calzetti-Spahr	Director
Lena G. Goldberg	Director
Melanie Calzetti-Spahr	President
Bret L. Benham	Vice President
Tai S. Bright	Vice President
Farrell J. Dolan	Vice President
Mark T. Durham	Vice President
William Joseph Johnson, Jr.	Vice President
Andrew G. Mason	Vice President
Joseph F. Hope, III	Treasurer
David J. Pearlman	Clerk
Mark Jensen	Assistant Clerk

03 JUN 17 PM 3:38



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

July 15, 2003

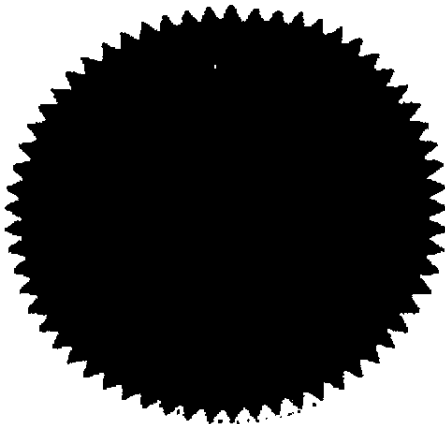
TO WHOM IT MAY CONCERN:

I hereby certify that

FIDELITY INSURANCE AGENCY, INC.

appears by the records of this office to have been incorporated under the General Laws of this Commonwealth on June 25, 1980.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth