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Central Licensing Bureau, Inc.

SUITE 550
PROSPECT BUILDING
1501 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207-5271

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

GENA BRADSHAW, FLMI
Senior Vice President

W.H.L. WOODYARD IV
Vice President

July 7, 2000

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

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

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify InsuranceNoodle, Inc. to do business in your state.

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

Thank you for your consideration of this filing.

Sincerely,

Nicole Ewing
Initial Licensing Division

NE/mb

Enclosure

FILED
00 JUL 17 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
7/19

**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. InsuranceNoodle, 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 3. 36-4364587
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 18, 2000 5. perpetual
(Date of incorporation) (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. 11 South LaSalle, 6th Floor
Chicago, IL 60603
(Current mailing address)
8. 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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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.

Vicki Scherby Asst. V.P.
(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. Kathryn A. Emerson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathryn S. Emerson Vice President
(Typed or printed name and capacity of person signing application)

InsuranceNoodle, Inc. Officers & Directors Listing

Donald Urbanciz – CEO/Director
11 South LaSalle Street, 6th Floor
Chicago, IL 60603
Home Address: 50 Cambridge Ct.
Frankfort, IL 60603

Richard Madock – President/Director
11 South LaSalle Street, 6th Floor
Chicago, IL 60603
Home Address: 1000 W. Elmwood
Oak Park, IL 60302

Kathryn Emmerson – Vice President
11 South LaSalle Street, 6th Floor
Chicago, IL 60603
Home Address: 2381 Adler Ct.
Lisle, IL 60532

Robert Rudy – Secretary/Director
11 South LaSalle Street, 6th Floor
Chicago, IL 60603
Home Address: 535 Longwood
Glencoe, IL 60022

Timothy Adelman – Treasurer
11 South LaSalle Street, 6th Floor
Chicago, IL 60603
Home Address: 270 Heritage Dr.
Roselle, IL 60172

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INSURANCENOODLE, 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 FOURTEENTH DAY OF JUNE, A.D. 2000.

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00 JUL 17 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0495974

DATE: 06-14-00