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Central Licensing Bureau, Inc.

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PROSPECT BUILDING
1501 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207-6271

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REVA FLETCHER
President

GENA BRADSHAW, FLMI
Senior Vice President

W.H.L. WOODYARD IV
Vice President

January 16, 2001

F010000000472

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

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-01/22/01--01135--007
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify **HERBERT V. FRIEDMAN INCORPORATED** to do business in your state. The corporation will be in the business of insurance, functioning as a Third Party Administrator.

I trust this letter and the enclosed documents places 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,

Angie Jones

Angie Jones
Initial Licensing Division

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Enclosures

FILED
01 JAN 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. HERBERT V. FRIEDMAN INCORPORATED
(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. New York
(State or country under the law of which it is incorporated)
3. 11-2127514
(FEI number, if applicable)
4. November 1, 1965
(Date of incorporation)
5. Perpetual
(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. 119 North Park Avenue
Rockville Centre, New York 11570
(Current mailing address)
8. The business of insurance, functioning as a Third Party Administrator.
(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 T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, 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

(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)

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01 JAN 22 PM 1:44
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

RE: **HERBERT V. FRIEDMAN INCORPORATED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 10, 2000

C T CORPORATION SYSTEM

By M. S. Green
M. S. Green,
Assistant Secretary

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Herbert V. Friedman

Address: 119 N. Park Ave.
Rockville Centre, NY 11570

Vice Chairman: _____

Address: _____

Director: Kenneth L. Friedman

Address: 119 N. Park Ave.
Rockville Centre, NY 11570

Director: Marion R. Friedman

Address: 119 N. Park Ave.
Rockville Centre, NY 11570

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

President: Kenneth L. Friedman

Address: 119 North Park Avenue
Rockville Centre, New York 11570

Vice President: _____

Address: _____

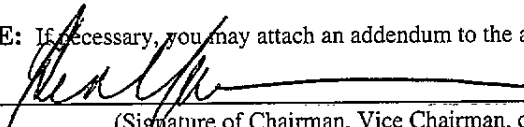
Secretary: Marion R. Friedman

Address: 119 N. Park Ave.
Rockville Centre, NY 11570

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. Kenneth L. Friedman
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of HERBERT V. FRIEDMAN INCORPORATED was filed on 11/01/1965, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of November
two thousand.*

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