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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ROSENTHAL COLLINS INSURANCE SERVICES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DENNIS R. NOCTE

(Name of Person)

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*****78.75 *****78.75

ROSENTHAL COLLINS INSURANCE SERVICES, INC.

(Firm/Company)

216 W. JACKSON BLVD., SUITE 300 A

(Address)

CHICAGO, IL 60606

(City/State and Zip code)

For further information concerning this matter, please call:

DENNIS R. NOCTE

(Name of Person)

at (312) 795-7609

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee, 1/30
Certificate of Status &
Certified Copy

**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. ROSENTHAL COLLINS INSURANCE SERVICES, 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. ILLINOIS 3. 36-4066651
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEBRUARY 8
SEPTEMBER 6, 1996 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(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. 216 W. JACKSON BLVD., SUITE 300 A, CHICAGO, IL 60606
(Principal office address)

SAME

(Current mailing address)

8. TRANSACT VARIABLE ANNUITY AND VARIABLE LIFE INSURANCE BUSINESS -
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

ALSO FIXED LIFE/ANNUITY BUSINESS

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: DENNIS R. NOLTE

Office Address: 902 OREGON ST.

ORLANDO, Florida 32803
(City) (Zip code)

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TALLAHASSEE, 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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: THOMAS WALL

Address: 216 W. JACKSON BLVD., SUITE 300 A
CHICAGO, IL 60606

Vice President: _____

Address: _____

Secretary: DENNIS R. NOLTE

Address: 902 OREGON ST., ORLANDO, FL 32803

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

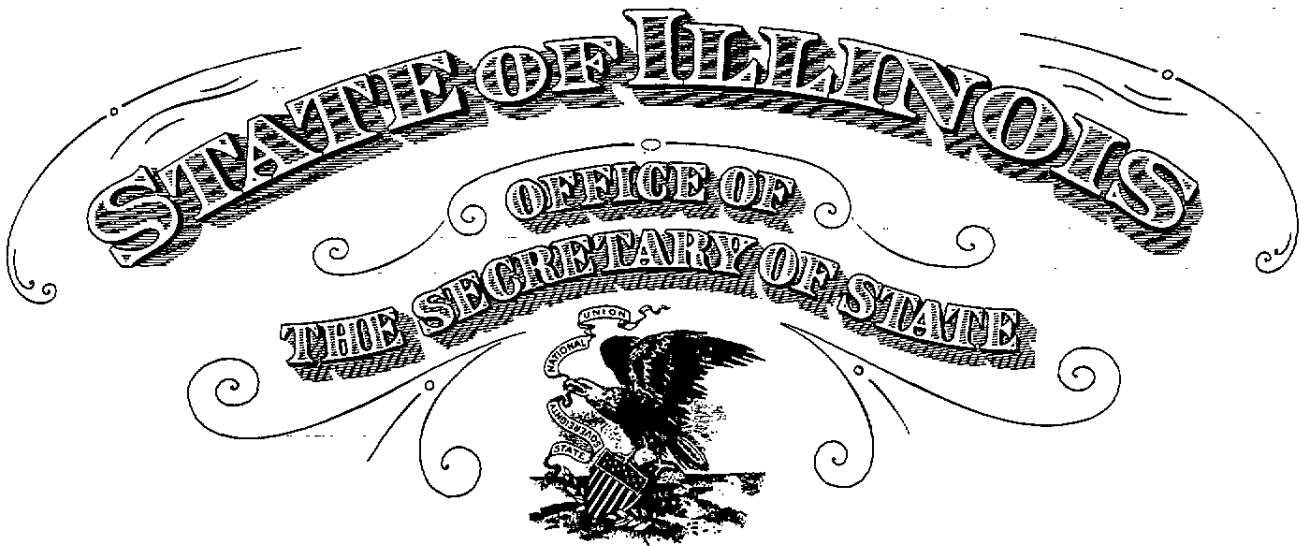
13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DENNIS R. NOLTE, SECRETARY

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

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TALLAHASSEE, FLORIDA



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ROSENTHAL COLLINS INSURANCE SERVICES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 8, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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STATE
OF ILLINOIS
SPRINGFIELD



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 24TH day of JANUARY A.D. 2001.

Jesse White

SECRETARY OF STATE