

F01000002511

CORPORATION(S) NAME

(1) Commerce Casualty Group, Inc.

(2) Commerce Capital, Inc.

FILED
MAY -9 PM 3:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> ELC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/9/01

Order#: 4258642

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-05/09/01--01066--024

Ref#: *****70.00 *****70.00

Amount: \$ _____

BK
79

7

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. Commerce Casualty Group, 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. North Carolina

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

3. 56-1919638

(FEI number, if applicable)

4. 4/14/95

(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. PO Box 410900

Charlotte, NC 28241-0900

(Current mailing address)

8. Premium Finance

(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: CT 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.

CT Corporation System

(Registered agent's signature)

ALLAN FARNELL
ASSISTANT SECRETARY

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: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: See Attachment

Address: _____

Vice President: _____

Address: _____

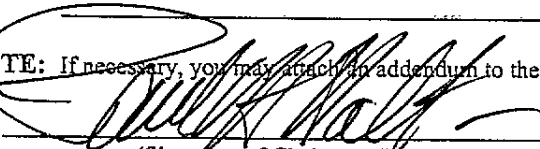
Secretary: _____

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. Paul V. H. Halter CEO & President
(Typed or printed name and capacity of person signing application)



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Directors

E. E. Tucker, Jr. Director - Chairman
4334 Belknap Road
Charlotte, NC 28211

Gene Tucker Director - Secretary
9140 ArrowPoint Boulevard, Suite 200
Charlotte, NC 28273

Maynard Barker Director
64 Bow Circle

Hilton Head Island, SC 29938-6869

Dr. George L. Cogar Director
Carolina Spine Institute
900 Bowman Street
Mt. Pleasant, SC 29464

Dr. Donald Roger Johnson, III Director
Carolina Spine Institute
900 Bowman Street
Mt. Pleasant, SC 29464

Paul V. H. Halter, III CEO & President
9140 ArrowPoint Boulevard, Suite 200
Charlotte, NC 28273

Officers

Charles H. Sharpe Vice President & Chief Claims Officer
9140 ArrowPoint Boulevard, Suite 200
Charlotte, NC 28273

Eric Halter Assistant Vice President & Controller
9140 ArrowPoint Boulevard, Suite 200
Charlotte, NC 28273

Gerald Taylor Assistant Vice President & Underwriting Manager
9140 ArrowPoint Boulevard, Suite 200
Charlotte, NC 28273



NORTH CAROLINA

Department of The Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

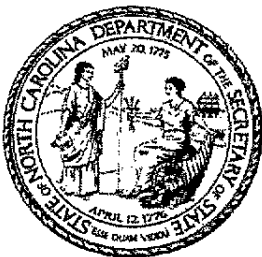
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

COMMERCE CASUALTY GROUP, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 19th day of April, 1995, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 8th day of May, 2001.

Elaine F. Marshall

Secretary of State