

F010000002880

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

RAJH

SUBJECT: FSC Insurance Agency, Inc.
(Name of corporation - must include suffix)

5/25

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:

Daniel R. Janis

(Name of Person)

MGL Consulting Corporation

(Firm/Company)

10077 Grogan's Mill Road suite 300

(Address)

The Woodlands, Texas 77380-1030

(City/State and Zip code)

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-05/25/01-01092-001
*****87.50 *****87.50

For further information concerning this matter, please call:

Daniel Janis

(Name of Person)

at (281) 367-0380 x137

(Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 25 PM 5: 39

FILED

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

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, 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. FSC 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. Texas, USA 3. 75-2925919
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03-01-2001 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. 1700 Pacific Avenue #500 Dallas, Texas 75201
(Principal office address)

1700 Pacific Avenue #500 Dallas, Texas 75201
(Current mailing address)

8. 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: Keith E. Gebler

Office Address: 4400 N. Federal Hwy. #210

Boca Raton, Florida 33431
(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.

Keith E. Gebler
(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: Scott O. Fertig

Address: 1700 Pacific Avenue #500

Dallas, Texas 75201

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dwight M. Zerewat

Address: 1700 Pacific Avenue #500

Dallas, Texas 75201

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. Dwight M. Zerewat President

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



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

FSC INSURANCE AGENCY, INC.
File No. 1618657-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on May 15, 2001.*



Henry Cuellar

Henry Cuellar
Secretary of State DAA