

CORPORATION SYSTEM

CORPORATION (S) NAME

Uniroyal Liability Management Company, Inc.

200003501392--7
-12/14/00--U1015--023
*****78.75 *****78.75

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" 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 _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/14/00

Order#: 3469519

Ref#: _____

Amount: \$ _____

FILED
01 AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

~~1100 29415~~
FOI-4412
8/21



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 15, 2000

CT CORPORATION

SUBJECT: UNIROYAL LIABILITY MANAGEMENT COMPANY, INC.
Ref. Number: W00000029415

We have received your document for UNIROYAL LIABILITY MANAGEMENT COMPANY, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue pursuant to section 213.053(14), Florida Statutes, it appears that UNIROYAL LIABILITY MANAGEMENT COMPANY, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida." The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 700A00063148

FILED

01 AUG 21 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIROYAL LIABILITY MANAGEMENT COMPANY, INC.

SUITE 900
TWO NORTH TAMiami TRAIL
SARASOTA, FLORIDA 34236-5568

Telephone: (941) 361-2212
Fax: (941) 361-2214

OLIVER J. JANNEY
VICE PRESIDENT,
GENERAL COUNSEL & SECRETARY

April 2, 2001

via Priority Mail

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Uniroyal Liability Management Company, Inc.
FBI No. 58-2273397

Dear Sir or Madam:

By letter dated October 20, 2000, the Florida Department of State wrote to Uniroyal Liability Management Company, Inc., a Delaware corporation (the "Company"), requesting information whether the Company was presently transacting business in Florida. The Company had previously filed an intangibles tax return with the State of Florida.

On or about December 12, 2000, the Company filed with the Department of State an Application by Foreign Corporation for Authorization to Transact Business in Florida. Shortly thereafter, the Department of State by letter dated December 15, 2000, rejected the application and sought a penalty for doing business without qualification. This is to advise you that Uniroyal Liability Management Company, Inc. does not currently transact business within the State of Florida. I enclose a Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation.

The Company does wish to begin doing business in the State of Florida in the near future. Such business will be primarily or exclusively for the benefit of its affiliated corporations. Please let us know what further information or documentation you need in order for the Company to attain qualification as a foreign corporation.

I enclose for your convenience copies of the past correspondence concerning this matter.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 21 AM 10:15

FILED

Florida Department of State
Division of Corporations
April 2, 2001
Page 2

Should you need any additional information concerning this matter, please do not hesitate to contact the undersigned.

Sincerely yours,



Oliver J. Janney

OJJ:rah

enc.

cc: Lynn Brusky
Suzanne Schumerth - CT Corporation System

FILED
01 AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Uniroyal Liability Management Company, 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

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

3. 58-2273397

(FEI number, if applicable)

4. October 2, 1992

(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. 2 N. Tamiami Trail, Suite 900, Sarasota, Florida 34236

(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Barbara A Burke

(Registered agent's signature) (Officer)

BARBARA A. BURKE

SPECIAL ASSISTANT SECRETARY

FILED
AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: Howard R. Curd

Address: 2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

FILED
01 AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. ^{vice}
Oliver J. Janney, President _____
(Typed or printed name and capacity of person signing application)

FILED
01 AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Uniroyal Liability Management Company, Inc.**

1. Howard R. Curd
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
2. George J. Zulanas, Jr.
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
3. Martin J. Gutfreund
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
4. Oliver J. Janney
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
5. George L. Sanchez
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
6. June M. Edenhofer
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
7. William Danish
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
8. James Berberian
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
9. J. Michael Walsh
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

FILED
01 AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Uniroyal Liability Management Company, Inc.**

1. Howard R. Curd, Chairman of the Board D
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
2. George J. Zulanas, Jr., Vice President and Treasurer
2 N. Tamiami Trail, Suite 900 P
Sarasota, Florida 34236
3. Martin J. Gutfreund, President D
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
4. Oliver J. Janney, Vice President and Secretary D
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236
5. George L. Sanchez, Assistant Treasurer D
2 N. Tamiami Trail, Suite 900
Sarasota, Florida 34236

FILED
01 AUG 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIROYAL LIABILITY MANAGEMENT COMPANY, 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 TWELFTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.





Edward J. Freel, Secretary of State

2311706 8300

AUTHENTICATION: 0848157

001620695

DATE: 12-12-00