

F010000005252

PALMER & CAY

Established 1868

Insurance Agents & Brokers • Employee Benefit Consultants
25 Bull Street (31401-2658) • P.O. Box 847 • Savannah, GA 31402-0847
Telephone (912) 234-6621 • Fax (912) 234-5427

October 1, 2001

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

Dear Corporations Division:

Enclosed please find an Application for Authority to Transact Business in Florida, the Certificate of Good Standing and a check in the amount of \$70.00 for the filing fee. If all of the documents are correct, please file the Application and send a file stamped copy back to me at the following address:

Palmer & Cay, Inc.
Attention: Alex Schwulst
P.O. Box 847
Savannah, GA 31402-0847

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-10/05/01--01036--019
*****70.00 *****70.00

Should you have any questions, please contact me at (912) 238-1815 or via e-mail at alexandria_schwulst@palmercay.com. Thank you for your assistance in this matter.

Sincerely,

Alexandria Schwulst
Alexandria Schwulst
Corporate Paralegal

/ams
Enclosure

cc: David M. Hofele, Esq.

FILED
OCT -5 AM 3:23
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. Palmer & Cay Holdings, 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. Georgia 3. 58-2645870
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8-23-01 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. 25 Bull Street Savannah, Georgia 31401
(Principal office address)
P.O. Box 847 Savannah, Georgia 31402-0847
(Current mailing address)
8. See attached purpose clause
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.


BRIAN COURTNEY, ASST. V.P.

(Registered agent's signature)

On behalf of the Corporation Service Company

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: John E. Cay, III

Address: 25 Bull Street
Savannah, Georgia 31401

Vice Chairman: F. Michael Crowley

Address: 25 Bull Street
Savannah, Georgia 31401

Director: David M. Hofele

Address: 25 Bull Street
Savannah, Georgia 31401

Director: Karen J. Lehman

Address: 25 Bull Street
Savannah, Georgia 31401

B. OFFICERS

President: F. Michael Crowley

Address: 25 Bull Street
Savannah, GA 31401

Vice President: C. Steven Eagle

Address: 25 Bull Street
Savannah, Georgia 31401

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TALLAHASSEE, FLORIDA

VP/ Secretary: David M. Hofele

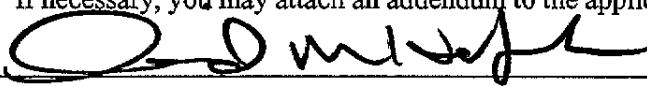
Address: 25 Bull Street Savannah, Georgia 31401

Treasurer: Karen J. Lehman

Address: 25 Bull Street, Savannah, Georgia 31401

Assistant Secretary Stephanie T. Kern 25 Bull Street Savannah, Georgia 31401

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

**PURPOSE CLAUSE
FOR
PALMER & CAY HOLDINGS, INC.**

- (a) To engage in the business of acting as an agent and/or broker for insurance companies in soliciting, procuring, receiving and forwarding applications for property and casualty, life and accident and health, credit life, cargo and all kinds of insurance, together with the collection of premiums and doing of such other business as may be designated to agents by insurance companies including consulting services, employee benefits consulting, risk management consulting and compensation consulting and to conduct general insurance agency and insurance brokerage business and to do any and all things incidental to the operation of any insurance agency and brokerage business which are permitted by applicable law; and
- (b) To engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Code.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 012570168
CONTROL NUMBER : 0138552
DATE INC/AUTH/FILED: 08/23/2001
JURISDICTION : GEORGIA
PRINT DATE : 09/14/2001
FORM NUMBER : 211

PALMER & CAY, INC.
DAVID HOFELE
25 BULL ST.
SAVANNAH, GA 31401

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PALMER & CAY HOLDINGS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

FILED
OCT -9 AM 3:23
SECRETARY OF STATE
ATLANTA, GEORGIA



Cathy Cox

Cathy Cox
Secretary of State