

CT CORPORATION SYSTEM

FO100000 5588

CORPORATION(S) NAME

Marsh USA Inc.

FILED
01 OCT 26 PM 1:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

☒ Profit ☐ Amendment ☐ Merger
☐ Nonprofit ☐ Dissolution/Withdrawal ☐ Mark
☒ Foreign ☐ Reinstatement
☐ Limited Partnership ☐ Annual Report ☐ Other **BK**
☐ LLC ☐ Name Registration ☐ Change of RA
☐ Fictitious Name ☐ UCC
☐ Certified Copy ☐ Photocopies ☐ CUS
☐ Call When Ready ☐ Call If Problem ☐ After 4:30
☒ Walk In ☐ Will Wait ☒ Pick Up
☐ Mail Out

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

10/26/01

Order#: 4763145

300004655253--2

-10/26/01-01054-017

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

Amount: \$
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 OCT 26 PM 12:10

RECEIVED


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

CERTIFICATE
OF
THE
ASSISTANT SECRETARY
OF
MARSH USA INC.

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TALLAHASSEE, FLORIDA

I, Mark J. Dallara, Assistant Secretary of Marsh USA Inc.,
a Massachusetts corporation (the "Corporation") do hereby
certify that attached hereto is a true and correct copy of the
resolutions adopted by the unanimous written consent of the
Board of Directors of the Corporation effective December 8,
1999, which resolutions have neither been amended nor rescinded
and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 12th day of June, 2001.


Assistant Secretary

(Corporate Seal)

State of New York)
) ss.:
County of New York)

On the 12th day of June, 2001, before me personally came
Mark J. Dallara, to me known to be the individual described in
and who executed this instrument, and acknowledged that he
executed the same.


Notary Public

MAURA NORTON
Notary Public, State of New York
No. 41-4858604
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires May 5, 20 02

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TALLAHASSEE, FLORIDA

MARSH USA INC.
(a Massachusetts corporation)

RESOLVED, that Marsh USA Inc., organized and existing in the State of Massachusetts, hereby adopts the fictitious name "Marsh USA Inc. (Massachusetts)" for use in any and all states for all purposes; and further

RESOLVED, that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the any and all states under the name "Marsh USA Inc. (Massachusetts)".

**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.

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FLORIDA

1. Marsh USA 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. Massachusetts

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

3. 04-2312958

(FEI number, if applicable)

4. July 1, 1963

(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. 200 Clarendon Street

Boston, Massachusetts 02116

(Current mailing address)

8. Insurance Brokerage

(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: C T 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.

C T Corporation System

(Registered agent's signature)

Jonathan R. Giddings
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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: PLEASE SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: PLEASE SEE ATTACHED

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. _____

Mark J. Gallara, Asst. Secretary

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

Marsh USA, Inc.
List of Officers & Directors

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TALLAHASSEE, FLORIDA

Roger E. Egan, President/Director
1166 Avenue of the Americas
New York, New York 10036

Barry W. Furst, Secretary
1166 Avenue of the Americas
New York, New York 10036

Mark J. Dallara, Asst. Secretary
1166 Avenue of the Americas
New York, New York 10036

Barry J. Kerschner, Asst. Secretary
1166 Avenue of the Americas
New York, New York 10036

Roger A. Szajngarten, Treasurer
1166 Avenue of the Americas
New York, New York 10036

Karen Farrell, Asst. Treasurer
1166 Avenue of the Americas
New York, New York 10036

Lynn Faulhaber, Asst. Treasurer
1166 Avenue of the Americas
New York, New York 10036

Joseph Meyer, Asst. Treasurer
1166 Avenue of the Americas
New York, New York 10036

David Pasquerella, Asst. Treasurer
1166 Avenue of the Americas
New York, New York 10036

Joseph D. Salerno, Director
1166 Avenue of the Americas
New York, New York 10036

Walter Tomenson, Jr., Director
1166 Avenue of the Americas
New York, New York 10036



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

October 22, 2001

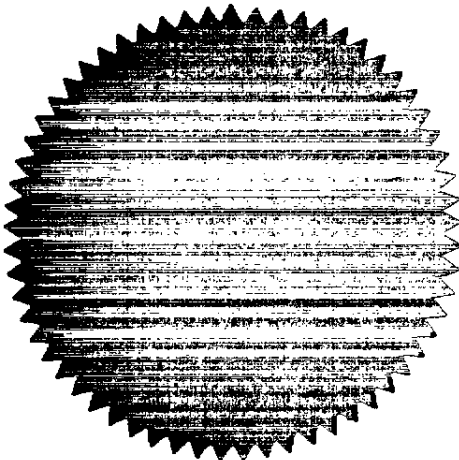
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

MARSH USA, INC.

is a domestic corporation organized on **July 1, 1963**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

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TALLAHASSEE, FLORIDA