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ACCOUNT NO. : 072100000032

REFERENCE : 170898

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 DEC 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 24, 2001

ORDER TIME : 2:20 PM

ORDER NO. : 170898-050

CUSTOMER NO: 7232436

400004724204--1

CUSTOMER: Ms. Carol Veneziano
Ge Capital Insurance Group
100 Bright Meadow Boulevard
1e315
Enfield, CT 06082

FOREIGN FILINGS

9/8

NAME: GE GROUP RETIREMENT, INC.

RECEIVED
01 DEC 13 AM 8:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

**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. GE GROUP RETIREMENT, 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. Connecticut

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

3. 061495973

(FEI number, if applicable)

4. September 8, 1997

(Date of incorporation)

5. Perpetual

(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.)

100 BRIGHT MEADOW BOULEVARD

7. ENFIELD, CT 06082

(Principal office address)

(Current mailing address)

FACILITATE THE DESIGN AND IMPLEMENTATION OF FULL SERVICE RETIREMENT AND SAVINGS PRODUCTS AND SERVICES. TO ENGAGE IN ANY ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED.

8. CORPORATIONS MAY BE ORGANIZED.

(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

(City)

Florida 32301

(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.

Corporation Service Company

By: Laura R. Dunlap

(Registered agent's signature)

Laura Dunlap, Assistant Vice President

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

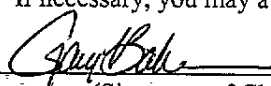
Secretary: _____

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. GARY F. BAKER, President

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

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**GE GROUP RETIREMENT, INC.
OFFICERS AND DIRECTORS RIDER**

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TALLAHASSEE, FLORIDA

OFFICERS:

MARCIA I. CANTOR-GRABLE
CHAIRMAN

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

GARY F. BAKER
PRESIDENT

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

THOMAS W. CASEY
SENIOR VICE PRESIDENT

6604 WEST BROAD STREET
RICHMOND, VIRGINIA 23230

GARY T. PRIZZIA
TREASURER

6604 WEST BROAD STREET
RICHMOND, VIRGINIA 23230

GEORGE W. RIPLEY, III
SECRETARY

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

EILEEN A. MALLESCH
CHIEF FINANCIAL OFFICER

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

DIRECTORS:

SUZANNE M. SCHOCH
DIRECTOR

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

GEORGE W. RIPLEY, III
DIRECTOR

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

MARCIA INA CANTOR-GRABLE
DIRECTOR

100 BRIGHT MEADOW BLVD.
ENFIELD, CONNECTICUT 06082

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

CLINICAL DISABILITY MANAGEMENT, INC.

a STOCK corporation under the Connecticut General Statutes was filed
in this office on September 8, 1997. The following comprises a list of
amendments changing its name as filed in this office as of the date of
this certificate:

AMENDMENTS CHANGING THE NAME TO

GE GROUP RETIREMENT, INC.

File Date: July 16, 2001

Effective Date: July 16, 2001

File Time: 03:28 PM

Effective Time: 03:28 PM

Insofar as the records of this office reveal, the corporation is in
existence.



Secretary of the State

FILED
01 DEC 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date Issued: December 3, 2001