

AMGRO FINANCING
F02000001397

March 15, 2002

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: AMGRO Receivables Corporation

To Whom It May Concern:

Enclosed please find an application for AMGRO Receivables Corporation to obtain a Certificate of Authority to Transact Business in Florida. Also enclosed is a check payable to the Florida Department of State in the amount of \$87.50 for the fee.

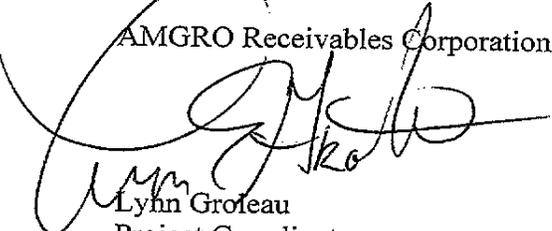
Supporting Documents enclosed consist of the following:

1. A Certificate of Good Standing from Delaware
2. A List of the Officers and Directors – Question #12

If you require additional information or documentation, please do not hesitate to contact me. **I have enclosed a UPS Label for your convenience. Please send the forms back to us overnight via UPS.**

Very truly yours,

AMGRO Receivables Corporation


Lynn Grofeau
Project Coordinator

Enclosures

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMGRO Receivables Corporation
(Name of corporation - must include suffix)

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:

Lynn Groleau	(Name of Person)	FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 02 MAR 18 AM 10:46
AMGRO, Inc.	(Firm/Company)	
P.O. Box 15089	(Address)	
Worcester, MA 01615	(City/State and Zip code)	

For further information concerning this matter, please call:

Lynn Groleau	at (508) 757-1628
(Name of Person)	(Area Code & Daytime Telephone Number)

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. AMGRO Receivables Corporation
(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 3. 300004976
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/11/01 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. 100 North Parkway, Worcester, MA 01605
(Principal office address)

P.O. Box 15089, Worcester, MA 01615-0089
(Current mailing address)

8. (please see attachment)
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

Sammy Deffen
(Registered agent's signature) **TAMMY TUFTEROO VICE PRESIDENT**

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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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Russell M. Bigwood, V.P.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Russell M. Bigwood
(Typed or printed name and capacity of person signing application)

Attachment for Question #8

AMGRO Receivables Corporation's only authorized business activity is to buy premium finance contracts from AMGRO, Inc. and transfer undivided interests in those contracts in accordance with a Receivables Transfer Agreement.

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Question #12

Officers		
Name	Title	Business Address
John P. Kavanaugh	President & Director	440 Lincoln Street Worcester, MA 01653
Karen A. Charbonneau	Treasurer	100 North Parkway Worcester, MA 01605
Charles F. Cronin	Secretary	440 Lincoln Street Worcester, MA 01653
Russell M. Bigwood	Vice President	100 North Parkway Worcester, MA 01605
William J. Cahill, Jr.	Assistant Clerk (Secretary):	440 Lincoln Street Worcester, MA 01653

Directors		
Name	Title	Business Address
John P. Kavanaugh	President & Director	440 Lincoln Street Worcester, MA 01653
Mark C. McGivney	Director	440 Lincoln Street Worcester, MA 01653
Andrew L. Stidd	Director	445 Broad Hollow Road, Suite 239 Melville, New York 11747

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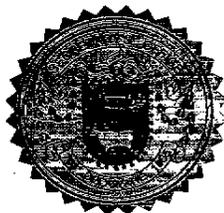
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMGRO RECEIVABLES CORPORATION" 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 ELEVENTH DAY OF MARCH, A.D. 2002.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1658625

DATE: 03-11-02