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LAW OFFICE OF BARBARA A. GOODE

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March 26, 2002

FILED
2002 APR - 1 PM 1:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: ECM Insurance Services, Inc.

Dear Sirs:

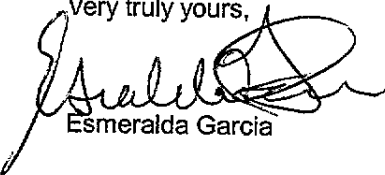
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-04/01/02--01069--006
*****78.75 *****78.75

We assist ECM Insurance Services, Inc. with their licensing procedures.

I have enclosed the *Application By Foreign Corporation For Authorization To Transact Business in Florida*, a Certificate of Good Standing, and a check in the amount of \$78.75 for filing fee and a certified copy.

Please feel free to contact the undersigned with any questions.

Very truly yours,


Esmeralda Garcia

EG:eg
Encl.

J. BRYAN APR - 3 2002

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ECM Insurance Services, 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. California

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

3. 94-3399986

(FEI number, if applicable)

4. March 27, 2001

(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.)

7. 120 Howards Street, Suite 220, San Francisco, CA 94105

(Principal office address)

120 Howard Street, Suite 220, San Francisco, CA 94105

(Current mailing address)

8. To conduct a general 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: CT Corporation System

Office Address: 1200 South Pine Island Road

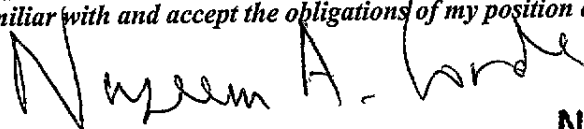
Plantation, Florida 33324

(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.



(Registered agent's signature)

NASEEM A. CONDE

SPECIAL ASST. 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Francis Michael Heffernan, III

Address: 1350 Carlback Avenue, Suite 200
Walnut Creek, CA 94596

Director: _____

Address: _____

B. OFFICERS

President: Patrick Hanley

Address: 120 Howard Street, Suite 220, San Francisco, CA 94105

Vice President: Zulma Marquez

Address: 120 Howard Street, Suite 220, San Francisco, CA 94105

Secretary: Zulma Marquez

Address: 120 Howard Street, Suite 220, San Francisco, CA 94105

Treasurer: Paul J. Lefcourt

Address: 120 Howard Street, Suite 220, San Francisco, CA 94105

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

13. _____

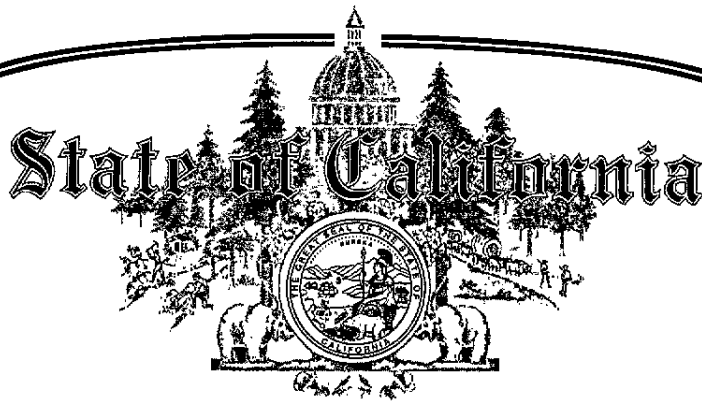
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Patrick E. Hanley, President

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

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TALLAHASSEE, FLORIDA



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **27th day of March, 2001**, **ECM INSURANCE SERVICES, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

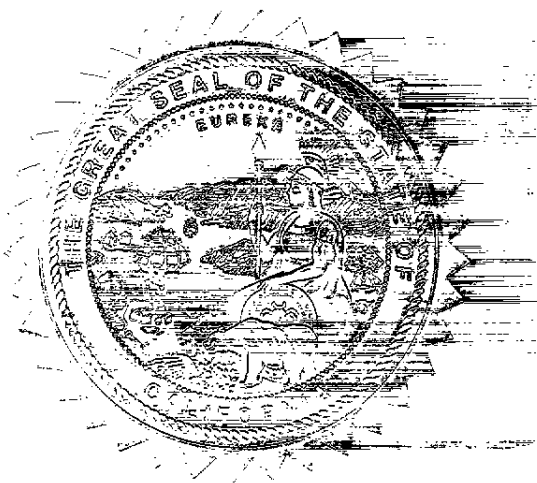
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of March 5, 2002.



Bill Jones
BILL JONES
Secretary of State