



F02000005198

ACCOUNT NO. : 072100000032

REFERENCE : 764477 7193871

AUTHORIZATION

Patricia Pizote

COST LIMIT : \$ 70.00

ORDER DATE : September 30, 2002

ORDER TIME : 10:45 AM

ORDER NO. : 764477-055

CUSTOMER NO: 7193871

900008404229--1

CUSTOMER: Ms. Diane Cahill
Sedgwick Claims Management
1100 Ridgeway Loop Road
Suite 200
Memphis, TN 38120

FOREIGN FILINGS

NAME: SEDGWICK CMS VENTURES, INC.

XXXX QUALIFICATION (TYPE: CO)

FILED
02 OCT 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Availability _____
Document XX _____ CERTIFIED COPY
Examiner _____ PLAIN STAMPED COPY
DCERTIFICATE OF GOOD STANDING

Updater DCC

Updater CONTACT PERSON: Darlene Ward -- EXT# 1135

Verifier DCC

Acknowledgement DCC

P. Verifier DCC

EXAMINER: _____

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02 OCT 16 AM 11:30
TALLAHASSEE, FLORIDA

**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. SEDGWICK CMS VENTURES, 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. Delaware

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

3. 47-0862631

(FEI number, if applicable)

4. April 15, 2002

(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.)

c/o General Counsel, 1100 Ridgeway Loop Road

7. Memphis, TN 38120

(Principal office address)

Same as Above

(Current mailing address)

The business of providing insurance claims administration and adjusting.
engage in any act or activity for which corporations may be organized.

8.

(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: Leborah M. Skipper

(Registered agent's signature)

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: _____

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TALLAHASSEE, FLORIDA

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. Paul J. Posey, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul J. Posey, Jr., Secretary

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

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

SEDGWICK CMS VENTURES, INC.

List of Officers

Name: David A. North, Jr. Title: President
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Paul J. Posey, Jr. Title: Secretary
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: James B. Wiertelak Title: Exec. V. Pres.
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Donald W. Burkett Title: Treasurer
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

List of Directors

Name: David A. North, Jr. Term:
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Paul J. Posey, Jr. Term:
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: James B. Wiertelak Term:
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

Name: Donald W. Burkett Term:
Bus. Addr.: 1100 Ridgeway Loop Road, Memphis, TN 38120

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Delaware

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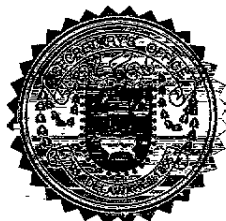
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEDGWICK CMS VENTURES, INC." 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 FIFTEENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SEDGWICK CMS VENTURES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3514614 8300

AUTHENTICATION: 2034250

020634868

DATE: 10-15-02