

F02000005739

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

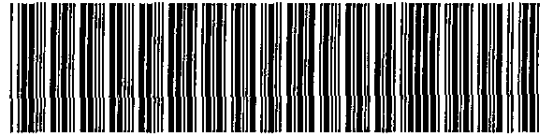
(Document Number)

Certified Copies _____ Certificates of Status _____

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UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

November 18, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Southwest Reinsure, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 CLERK OF STATE
 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. Southwest Reinsure, 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. New Mexico 3. 85-0339432
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 31, 1985 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. 2400 Louisiana NE, AFC Building 4, Albuquerque, New Mexico 87110
(Principal office address)
Post Office Box 30250, Albuquerque, New Mexico 87190-0250, Attention: Compliance Department
(Current mailing address)

8. The transaction of any lawful business for which corporations may be organized under the corporation laws
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
of the state of New Mexico

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc. F950 00002920

Office Address: 526 E. Park Avenue

Tallahassee Florida 32301
(City) (Zip code)

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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.

NRAI Services, Inc.

By: Wil Snodgrass 11/15/2002
(Registered agent's signature)

Wil Snodgrass, 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Sheet

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Sheet

Address: _____

Vice President: _____

Address: _____

Secretary: _____

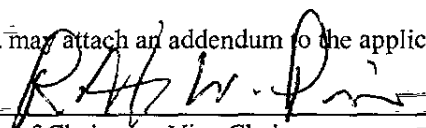
Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert W. Price, President
(Typed or printed name and capacity of person signing application)



SOUTHWEST REINSURE, INC.

Mailing Address: P.O. BOX 30250 · ALBUQUERQUE, NM 87190-0250
Street Address: 2400 Louisiana Blvd., N.E., Building 4, Suite 100, Albuquerque, NM 87110
505.881.2244 ♦ 800.634.4333 ♦ fax: 505.883.7794

OFFICERS AND DIRECTORS

James Bradford Smith, CEO/Director

2011 Cedar Springs #504
Dallas, TX 75201
Phone: 214-213-8306
SSN: 459-84-3105
Shareholder: 90%

Jackie Jean Fewell, Executive Vice President/Director

1144 Marigold Dr. NE
Albuquerque, NM 87106
Phone: 505-856-1325
SSN: 553-11-3861

Gregory George Mirabile, Secretary/Director

816 Oveja Ct. SE
Albuquerque, NM 87123
Phone: 505-299-1859
SSN: 263-68-6987
Shareholder: 10%

Kelly Aubrey Westlake, Vice President

9101 La Costa NE
Albuquerque, NM 87111
Phone: 505-821-3204
SSN: 449-66-1227

Vernon Paul Leake, Senior Vice President

5904 Purple Aster Lane NE
Albuquerque, NM 87111
Phone: 505-797-9462
SSN: 334-70-6829

Robert Warren Price, President

6416 Dorado Beach NE
Albuquerque, NM 87111
Phone: 505-798-9293
SSN: 446-40-2328

Richard Dell Olmstead, Treasurer/CFO/Director

P.O. Box 1207
Corrales, NM 87048
Phone: 505-898-3416
SSN: 513-58-8790

Donald Frank Lydick, III, Vice President

6401 Consuelo Point Street NE
Albuquerque, NM 87111
Phone: 480-363-6959
SSN: 585-08-6264

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OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED THAT:
SOUTHWEST REINSURE, INC.

1298306

a corporation organized under the laws of
NEW MEXICO

is duly authorized to transact business in New Mexico, as a
Domestic Profit Corporation, under the
BUSINESS CORPORATION ACT

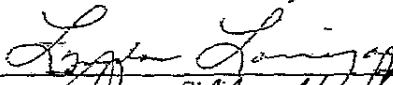
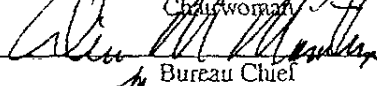
(53-11-1 to 53-18-12 NMSA 1978)

having filed its Articles of Incorporation DECEMBER 31, 1985
and Certificate of Incorporation issued as of said date.

IT IS FURTHER CERTIFIED that the fees due the Public
Regulation Commission which have been assessed against the
aforesaid corporation, have been paid to date and aforesaid
corporation is in corporate good standing & duly authorized
to transact business as its corporate existence has not been
revoked in New Mexico. This Certificate is not to be
construed as an endorsement, recommendation, or notice of
approval of the corporation's financial condition or
business activities and practices. This certificate of Good
standing and compliance expires: MARCH 15, 2003

Dated: NOVEMBER 12, 2002

In testimony whereof, the Public Regulation of the
State of New Mexico has caused this certificate to be
signed by its Chairman and the seal of said
Commission to affixed at the City of Santa Fe.


Chairman

Bureau Chief