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TALLAHASSEE FLORIDA

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January 2, 2003

03 JAN - 3 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

Re: Application for a Certificate of Authority

Dear Sir or Madam:

Kanawha Marketing Group, Inc., a South Carolina corporation organized December 9, 2002, would like to obtain a Certificate of Authority to do business in the State of Florida. Our Home Office is located at 210 South White Street, Lancaster, South Carolina 29720.

Attached is the Application for Certificate of Authority, the required fee and an original Certificate of Existence.

If you have any questions or need additional information, please advise.

Very truly yours,

Michelle Burton  
Compliance Administrator

mjb  
Enclosures

Telephone Number: 800-635-4252, ext. 5349  
Fax Number: (803) 283-5313  
Email Address: mburton@kanawha.com

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Kanawha Marketing Group, Inc.  
(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:

Michelle Burton

(Name of Person)

Kanawha Marketing Group, Inc.

(Firm/Company)

210 South White Street

(Address)

Lancaster, SC 29720

(City/State and Zip code)

For further information concerning this matter, please call:

John Piller

(Name of Person)

at (803 ) 283-5388

(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:

- |                                             |                                                                        |                                                                 |                                                                                                      |
|---------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>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. Kanawha Marketing Group, 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. SC 3. 13-4226048  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/9/02 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. 210 South White Street, Lancaster, SC 29720  
(Principal office address)

210 South White Street, Lancaster, SC 29720  
(Current mailing address)

8. Insurance and Travel  
(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: C T Corporation System

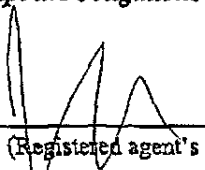
Office Address: 1200 South Pine Island Road

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.*

**JENNIFER F AULTMAN  
ASSISTANT SECRETARY**

  
(Registered agent's signature)

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: "See Attached Listing"

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

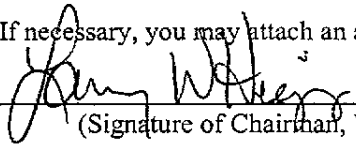
Secretary: \_\_\_\_\_

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. Larry W. Higgins, VP, General Counsel & Secretary  
(Typed or printed name and capacity of person signing application)

## KANAWHA MARKETING GROUP, INC.

### Principal Officers

<u>Name</u>	<u>Home Address</u>	<u>Title</u>	<u>% Ownership</u>
Stanley D. Johnson	1437 Westmoreland Dr. Lancaster, SC 29720	Chairman of the Board of Directors, Chief Executive Officer & President	0
John Chitwood	11991 Hidden Links Dr. Fort Myers, FL 33913	Senior Vice-President Senior Division & Director	0
Marcus Mears	1723 Silver Wood Dr. Fort Mill, SC 29715	Senior Vice-President Employee Benefits Division & Director	0
Larry W. Higgins	1871 Tara Trail Lancaster, SC 29720	Vice-President, General Counsel & Secretary	0
Robert Matthews	1971 Tara Trail Lancaster, SC 29720	Senior Vice-President, Treasurer & Director	0

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### Directors

Stanley D. Johnson  
Chairman of the Board, Chief Executive Officer & President

John Chitwood  
Senior Vice-President, Senior Division

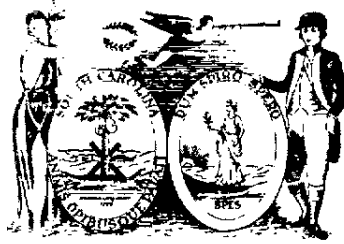
Marcus Mears  
Senior Vice-President, Employee Benefits Division

Robert Matthews  
Senior Vice-President, Treasurer

R. Dale Vaughan  
Director

Sam Taylor  
Director

# *The State of South Carolina*



## *Office of Secretary of State Jim Miles* **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

***KANAWHA MARKETING GROUP, INC.,***

a corporation duly organized under the laws of the State of South Carolina on **December 9th, 2002**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of  
the State of South Carolina this 19th day of  
December, 2002.

A handwritten signature of Jim Miles in black ink, written over a horizontal line.

Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.