

F03000000095

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

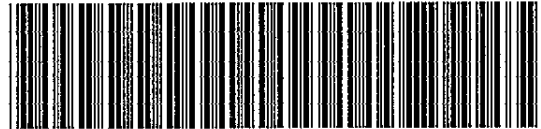
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FILED
03 JAN -8 PM 2:32
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03 JAN -8 AM 11:24
STATE
DEPARTMENT OF COMMERCE
TALLAHASSEE, FLORIDA

CT CORPORATION

January 8, 2003

FILED
03 JAN -8 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5709958 WO
Customer Reference 1: 042432.0007
Customer Reference 2: USI Companies Inc.

Dear Secretary of State, Florida:

Please file the attached:

USI Companies Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED

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.

03 JAN -8 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. USI Companies 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. 41-2068420

(FEI number, if applicable)

4. 11/25/2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 01/02/2003

(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. 281 Tresser Blvd., 7th Floor, Stamford, CT 06901

(Principal office address)

same

(Current mailing address)

8. Holding Company

(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

(City)

, Florida 33324

(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.

C T Corporation System

By: Robin LaPeters

(Registered agent's signature)

Robin LaPeters

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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

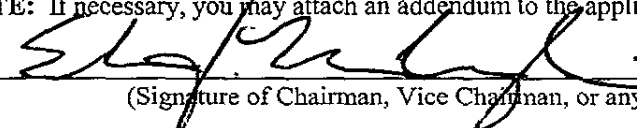
Secretary: _____

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. Edwin J. McLaughlin, Chairman of the Board and Chief Executive Officer

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

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Application by Foreign Corporation for Authorization to Transact Business in Florida

ATTACHMENT

FILED
03 JAN -8 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and directors:

A. DIRECTORS

NAME	BUSINESS ADDRESS
Edwin J. McLaughlin	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Richard S. Bertasi	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Thomas M. Dever	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Barbara A. McLaughlin	281 Tresser Blvd. 7 th Floor Stamford, CT 06901

B. OFFICERS

NAME	TITLE	BUSINESS ADDRESS
Edwin J. McLaughlin	Chairman of the Board and Chief Executive Officer	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Richard S. Bertasi	President	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Thomas M. Dever	Chief Administrative Officer and Secretary	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Orison Y. Chaffee	Chief Financial Officer and Treasurer	281 Tresser Blvd. 7 th Floor Stamford, CT 06901
Nicholas J. Westley	Chief Strategy Officer and Executive Vice President	281 Tresser Blvd. 7 th Floor Stamford, CT 06901

Delaware

The First State

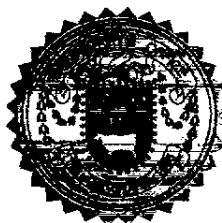
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USI COMPANIES 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 SIXTEENTH DAY OF DECEMBER, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3582468 8300

020771240

AUTHENTICATION: 2148566

DATE: 12-16-02