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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

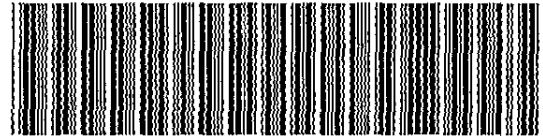
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Risk Management Alternatives International
Corp. Canada
(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:

Shirley Sturgill
(Name of Person)
Risk Management Alternatives, Inc.
(Firm/Company)
4450 River Green Pkwy., Ste. 200
(Address)
Duluth, GA 30096
(City/State and Zip code)

For further information concerning this matter, please call:

Deidra Kirkpatrick at (170) 232-2283
(Name of Person) (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 &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
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. Risk Management Alternatives International Corp. Canada
(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. Canada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/29/02 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. 4450 River Green Pkwy., Ste 200 Duluth, GA 30096
(Principal office address)

4450 River Green Pkwy., Ste 200 Duluth, GA 30096
(Current mailing address)

8. Debt Collections
(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)

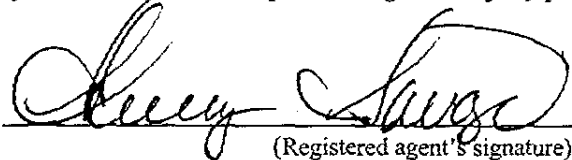
Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

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)

Shelley Savage
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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TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

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

A. DIRECTORS

Chairman: See Attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached list

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

14. Alice Gwyn Heusel Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Risk Management Alternatives International Corp. Canada
Officers and Directors**

Officers

Dennis Cunningham
Director/President/CEO
Phone # (770) 232-2500
Business Address:
4450 River Green Pkwy, Suite 200
Duluth, GA 30096

John Sams
Executive Vice President
Phone # (770) 232-2500
Business Address:
4450 River Green Pkwy, Suite 200
Duluth, GA 30096

Joseph Connolly
Secretary/Treasurer, Exec Vice-President, CFO
Phone # (770) 232-2500
Business Address:
4450 River Green Pkwy, Suite 200
Duluth, GA 30096

Alice Gwyn Heusel
Assistant Secretary, Vice-President, Controller
Phone # (770) 232-2500
Business Address:
4450 River Green Pkwy, Suite 200
Duluth, GA 30096

Timothy J. Bauer
Executive Vice President
Phone # (770) 232-2500
Business Address:
4450 River Green Pkwy, Suite 200
Duluth, GA 30096

Directors

Bruce V. Rauner
Director
Business Address:
GTCR Golder Rauner, LLC
6100 Sears Tower, 61st Floor
Chicago, IL 60606-6402

Phillip A. Canfield
Director
Business Address:
GTCR Golder Rauner, LLC
6100 Sears Tower, 61st Floor
Chicago, IL 60606-6402

Dennis Cunningham
Director/President/CEO
Business Address:
4450 River Green Pkwy, Suite 200
Duluth, GA 30096

Craig Bondy
Director
Business Address:
GTCR Golder Rauner, LLC
6100 Sears Tower, 61st Floor
Chicago, IL 60606-6402



Nova Scotia

CERTIFICATE OF STATUS

Registry Number

3070258

I hereby certify that according to the records of this office

RISK MANAGEMENT ALTERNATIVES INTERNATIONAL CORP. CANADA

was incorporated on August 29, 2002 under the Companies Act of
Nova Scotia as an unlimited liability company

and is a valid and subsisting company.

I further certify that according to the records of this office

RISK MANAGEMENT ALTERNATIVES INTERNATIONAL CORP. CANADA

was registered under the Corporations Registration Act of Nova Scotia on
August 29, 2002 and the certificate is still in force.

Karen Richard

Deputy Registrar of Joint Stock Companies

January 6, 2003

Date of Issue