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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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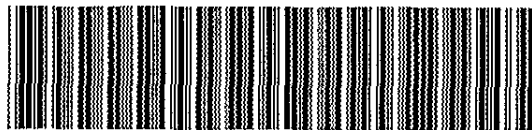
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV 20 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMGRO Receivables Corporation
(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:

Linda Lebel
(Name of Person)
AMGRO Receivables Corporation
(Firm/Company)
100 North Parkway
(Address)
Worcester, MA 01605
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Linda Lebel at (508) 757-1628
(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:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$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. AMGRO Receivables Corporation

(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. 30-0004976

(FEI number, if applicable)

4. 12/11/2001

(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.)

7. 100 North Parkway, Worcester, MA 10605

(Principal office address)

PO Box 15089, Worcester, MA 01615-0089

(Current mailing address)

8. Acquisition and sales of contracts

(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 SOUTH PINE ISLAND ROAD

PLANTATION

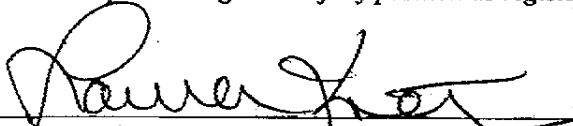
(City)

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.



(Registered agent's signature)

LAUREN H. KREATZ,

SPECIAL 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.

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DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Please See Attached Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Please See Attached Addendum

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. Karen A. Charbonneau
(Signature of Director or Officer listed in number 12 of the application)

14. Karen A. Charbonneau, Treasurer
(Typed or printed name and capacity of person signing application)

Officers			
Name	Title	Residence Address	Business Address
John P. Kavanaugh	President & Director	33 Pederzini Drive Medfield, MA 02052	440 Lincoln Street Worcester, MA 01653
Karen A. Charbonneau	Treasurer	68 Robbins Road Thompson, CT 06277	100 North Parkway Worcester, MA 01605
Charles F. Cronin	Secretary	57 Longwood Drive Lunenburg, MA 01462	440 Lincoln Street Worcester, MA 01653
Russell M. Bigwood	Vice President	407-2 Great Road Acton, MA 01720	100 North Parkway Worcester, MA 01605
William J. Cahill, Jr.	Assistant Clerk (Secretary):	10 Old Planters Road Beverly, MA 01915	440 Lincoln Street Worcester, MA 01653

Directors			
Name	Title	Residence Address	Business Address
John P. Kavanaugh	President & Director	33 Pederzini Drive Medfield, MA 02052	440 Lincoln Street Worcester, MA 01653
Mark C. McGivney	Director	81 Rumstick Road Barrington, RI 02806	440 Lincoln Street Worcester, MA 01653
Andrew L. Stidd	Director	7 Avenue B West Babylon, NY 11704	445 Broad Hollow Road, Suite 239 Melville, New York 11747

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AMGRO Receivables Corporation ("ARC") is a wholly-owned special purpose subsidiary of AMGRO, Inc. ("AMGRO"), which has been created to purchase premium finance contracts from AMGRO, and in turn transfer undivided interests in such contracts. ARC will not originate premium finance notes or agreements, and the company's only authorized business activity is to buy premium finance contracts from AMGRO and transfer undivided interests in those contracts in accordance with a Receivables Transfer Agreement. ARC is a financing vehicle which does not and is not allowed to enter into negotiations or premium finance contracts directly with individual insureds.

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TALLAHASSEE, FLORIDA

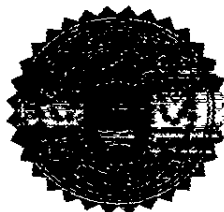
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMGRO RECEIVABLES CORPORATION" 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 TWENTY-EIGHTH DAY OF AUGUST, A.D. 2003.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2606090