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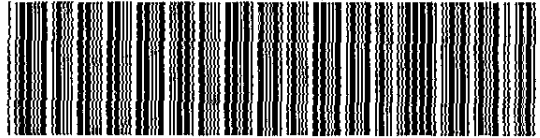
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 346690 7382157
AUTHORIZATION : *Patricia Pizulo*
COST LIMIT : \$ 70.00

03 DEC -5 PM 4:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 2003

ORDER TIME : 11:0 AM

ORDER NO. : 346690-005

CUSTOMER NO: 7382157

CUSTOMER: Ms. Ann Berry
York Claims Service, Inc.
Suite 102
99 Cherry Hill Road
Parsippany, NJ 07054

FOREIGN FILINGS

NAME: YORK INSURANCE SERVICES GROUP,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

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

FILED
DEC 18 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. YORK INSURANCE SERVICES GROUP, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 13-4198394

(FEI number, if applicable)

4. NOVEMBER 15, 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. 99 Cherry Hill Road, Suite 102, Parsippany, New Jersey 07054

(Principal office address)

99 Cherry Hill Road, Suite 102, Parsippany, New Jersey 07054

(Current mailing address)

8. See attached.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

Ann R. Sullivan
(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:

York Insurance Services Group, Inc.

Application by Foreign Corporation for Authorization to Transact Business in Florida.

Response to Item # 8:

Any lawful purpose including but not limited to:

- 1) buying, selling, leasing, mortgaging and otherwise engaging in real estate transactions;
- 2) owning one or more subsidiaries that are involved in one or more aspects of insurance claims, including but not limited to, investigation, reporting, settlement, adjustment and administration, including all activities ancillary thereto;
- 3) owning one or more subsidiaries that are involved in one or more aspects of the investigation, reporting, settlement, adjustment and administration of claims that are self-insured or, are not subject to insurance, including but not limited to freight claims and claims involving shipments subject to filed tariffs;
- 4) owning one or more companies that provide ancillary services, related to claims, including but not limited to data management, and system development and licensing of customized software;
- 5) owning one or more insurance brokerages, managing general agencies or similar entities;
- 6) owning one or more companies that engage in business similar or ancillary to the foregoing.

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

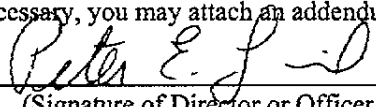
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. PETER E. LIND, Vice President & Secretary

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

**York Insurance Services Group, Inc. – Director Information
(Business Addresses)**

Thomas C. MacArthur
Chairman
York Claims Service, Inc.
99 Cherry Hill Road, Suite 102
Parsippany, New Jersey 07054

Thomas B. Winmill
Vice Chairman
c/o Bexil Corporation
11 Hanover Square – 12 Floor
(Enter 76 Beaver Street)
New York, New York 10005

Mr. Douglas Wu
c/o Bexil Corporation
11 Hanover Square, 12th Flr.
New York, NY 10005

Mr. James Sweeney
c/o AIG Technical Services, Inc.
70 Pine St. - 21st Flr.
New York NY 10270

Mr. Edward Fields
c/o The Consulting Firm, Inc.
64 Sierra Court
Old Bridge, NJ 08857

As of December 3, 2003

**York Insurance Services Group, Inc. – Officer Information
(Business Addresses)**

Thomas C. MacArthur
President and Chief Executive Officer
York Claims Service, Inc.
99 Cherry Hill Road, Suite 102
Parsippany, New Jersey 07054

David Panico
Senior Vice President, Treasurer &
Chief Financial Officer
York Claims Service, Inc.
99 Cherry Hill Road, Suite 102
Parsippany, New Jersey 07054

Peter E. Lind
Vice President and Secretary
York Claims Service, Inc.
99 Cherry Hill Road, Suite 102
Parsippany, New Jersey 07054

Mark Aussicker
Senior Vice President, Chief Operating Officer
York Claims Service, Inc.
99 Cherry Hill Road, Suite 102
Parsippany, New Jersey 07054

Henry Eckstein
Vice President, Chief Information Officer
York Claims Service, Inc.
99 Cherry Hill Road, Suite 230
Parsippany, New Jersey 07054

Richard McKinley
Vice President, Product Management
York Claims Service, Inc.
99 Cherry Hill Road, Suite 230
Parsippany, New Jersey 07054

George Suder
Senior Vice President, Operations
York Claims Service, Inc.
Penn Center West, Bldg. #2, Suite 320
Pittsburgh, Pennsylvania 15276

Terry D. Camp
Senior Vice President
York STB, Inc.
2170 West State Road 434
Suite 494
Longwood, Florida 32779

- Kelli J. Moore
Vice President
York SCI, Inc.
590 N.W. Peacock, Suite 1
St. Lucie West, Florida 34986

Kim Riter
Vice President, Business Development
York Claims Service, Inc.
99 Cherry Hill Road, Suite 102
Parsippany, New Jersey 07054

Tom Simoncic
Vice President, York Specialty Claims
York Claims Service, Inc.
16560 Commerce Court – Suite 100
Middleburg Heights, Ohio 44130

As of December 3, 2003

Delaware

PAGE 1

The First State

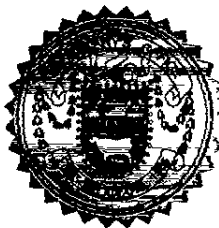
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "YORK INSURANCE SERVICES GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "YORK INSURANCE SERVICES GROUP, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2787984

DATE: 12-04-03