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Division of Corporations  
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Willis of Massachusetts, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 01      |
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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 22, 2004

C T CORPORATION SYSTEM

SUBJECT: WILLIS OF MASSACHUSETTS, INC.  
REF: W04000042736FILED  
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DIVISION OF CORPORATIONS

# 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. Willis of Massachusetts, Inc.

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

n/a

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

2. Massachusetts

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

3. 04-2392279

(FEI number, if applicable)

4. 5/17/1996

(Date of incorporation)

5. perpetual

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

6. Upon filing

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3 Copley Place, Ste 3/300, Boston, MA 02116

(Principal office address)

c/o Holly Young, 26 Century Blvd, Nashville, TN 37214

(Current mailing address)

8. Insurance brokerage and all matters related thereto.

(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 NOT acceptable)

Name: CT 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.*

CT Corporation System

By: Mary R. Adams

(Registered agent's signature)

MARY R. ADAMS

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:

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TALLAHASSEE, FLORIDA

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**A. DIRECTORS**Chairman: Mary E. CaiazzoAddress: 7 Hanover SquareNew York, NY 10004Vice Chairman: Wole CoaxumAddress: 7 Hanover SquareNew York, NY 10004

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

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

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

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

**B. OFFICERS**President: Joseph SarreyAddress: 3 Copley Place, Ste 3/300Boston, MA 02116Vice President: Mary E. CaiazzoAddress: 7 Hanover SquareNew York, NY 10004Secretary: Holly Gay YoungAddress: 26 Century Blvd, Nashville, TN 37214Treasurer: C. William MooneyAddress: 26 Century Blvd, Nashville, TN 37214

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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. Holly Gay Young, Secretary

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



*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

November 10, 2004

TO WHOM IT MAY CONCERN:

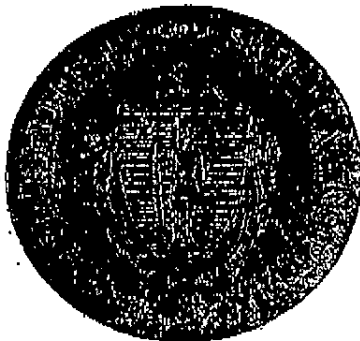
I hereby certify that according to the records of this office,

**WILLIS OF MASSACHUSETTS, INC.**

is a domestic corporation organized on May 17, 1966, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*  
Secretary of the Commonwealth