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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

S.S. Nesbitt & Co., Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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F05-1312

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. S.S. Nesbitt & Co., 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. Alabama
(State or country under the law of which it is incorporated)

3.
(FEI number, if applicable)

4. 09-20-2001
(Date of incorporation)

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

6.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 50 Uptown Grayton, Grayton Beach, Florida 32459
(Principal office address)

2501 Twentieth Place South, Suite 425, Birmingham, Alabama 35223
(Current mailing address)

8. Insurance Agency
(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: C T 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.

C T Corporation System

By: Dale W. Morris DALE W MORRIS ASSISTANT VICE PRESIDENT
(Registered agent's signature)

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TALLAHASSEE, FLORIDA

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: J.T. Stephens, Chairman & Director

Address: 5724 Highway 280 East
Birmingham, Alabama 35242-6818

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Steven S. Nesbitt, President

Address: 2501 Twentieth Place South, Suite 425
Birmingham, Alabama 35223

Vice President: F. Dixon Brooke, Jr., Vice President & Director

Address: 5724 Highway 280 East
Birmingham, Alabama 35242-6818

Secretary: Dell S. Brooke, Secretary & Director

Address: 5724 Highway 280 East, Birmingham, Alabama 35242-6818

Treasurer: Richard L. Bozzelli, Vice President & Treasurer

Address: 5724 Highway 280 East, Birmingham, Alabama 35242-6818

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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. Richard L. Bozzelli, Vice President & Treasurer
(Typed or printed name and capacity of person signing application)

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

Additional Directors and Officers are as follows:

Elton B. Stephens, Jr.
Vice President & Director
5724 Highway 280 East
Birmingham, Alabama 35242-6818

Carol M. Johnson, Vice President
5724 Highway 280 East
Birmingham, Alabama 35242-6818

Sandra Bullock, Assistant Secretary
5724 Highway 280 East
Birmingham, Alabama 35242-6818

Laurie Morris, Assistant Secretary
5724 Highway 280 East
Birmingham, Alabama 35242-6818

Elise Stearns, Assistant Secretary
5724 Highway 280 East
Birmingham, Alabama 35242-6818

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TALLAHASSEE, FLORIDA

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that S.S. Nesbitt & Co., Inc. incorporated in Shelby County, Birmingham, Alabama on September 20, 2001. I further certify that the records do not disclose that said S.S. Nesbitt & Co., Inc. has been dissolved.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALABAMA GREAT SEAL

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 27, 2005

Date

Nancy L. Worley

Nancy L. Worley **Secretary of State**