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TALLAHASSEE, FLORIDA

J. BRYAN AUG - 9 2005

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** AmTrust South, Inc.

(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:

Christopher Zentner

(Name of Person)

AmTrust South, Inc.

(Firm/Company)

59 Maiden Lane, 6th Floor

(Address)

New York, NY 10038

(City/State and Zip code)

For further information concerning this matter, please call:

Chrisopher Zentner

(Name of Person)

at ( 212 ) 220-7120

(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 &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---|--|---|--|

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TALLAHASSEE, FLORIDA  
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. AmTrust South, 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. 20-0261780

(FEI number, if applicable)

4. August 11, 2003

(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. 59 Maiden Lane, 6th Floor New York NY 10038

(Principal office address)

59 Maiden Lane, 6th Floor New York NY 10038

(Current mailing address)

8. Warranty / Service Contract Provider

(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: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Blvd.- Suite 508

Miami

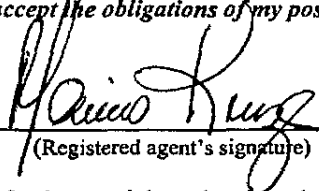
(City)

, Florida 33158

(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.*

 V.P.  
(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:

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ALLIANCE SECRETARIAT INC.  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: See Schedule #1

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

**B. OFFICERS**

President: See Schedule #1

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. Stephen Ungar, Assistant Secretary

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

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TALLAHASSEE, FLORIDA

**AmTrust South, Inc.**

**Schedule # 1**  
**Directors and Officers**

**Directors**

Barry D. Zyskind  
Director  
59 Maiden Lane  
6<sup>th</sup> Floor  
New York, NY 10038

Jay J. Miller  
Director  
430 East 57<sup>th</sup> Street  
Suite 5D  
New York, NY 10022

Stephen Ungar  
Director  
59 Maiden Lane  
6<sup>th</sup> Floor  
New York, NY 10038

Timothy M. Habeck  
Director  
113300 Lakefield Drive  
Building 2  
Duluth, GA 30097

**Officers**

Timothy M. Habeck  
President  
113300 Lakefield Drive  
Building 2  
Duluth, GA 30097

Eli Tisser  
Treasurer  
59 Maiden Lane  
6<sup>th</sup> Floor  
New York, NY 10038

Jay J. Miller  
Secretary  
430 East 57<sup>th</sup> Street  
Suite 5D  
New York, NY 10022

Stephen Ungar  
Assistant Secretary  
59 Maiden Lane  
6<sup>th</sup> Floor  
New York, NY 10038

Robert Machion  
Vice President  
742 Alexander Road  
Princeton, NJ 08543

John D. Allen  
Vice President  
1 Mockingbird Plaza  
Suite 775  
Dallas, TX 75247

Darrell Price  
Vice President  
113300 Lakefield Drive  
Building 2  
Duluth, GA 30097

Stuart D. Hollander  
Vice President  
59 Maiden Lane  
6<sup>th</sup> Floor  
New York, NY 10038

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JUDICIAL DEPARTMENT  
TALLAHASSEE, FLORIDA

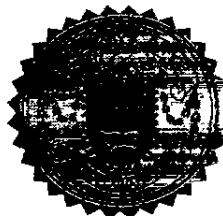
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMTRUST SOUTH, 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 FIFTEENTH DAY OF JULY, A.D. 2005.

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DEPARTMENT OF CORPORATIONS  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4023592

DATE: 07-15-05