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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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DEPARTMENT OF STATE
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FOREIGN PROFIT/NONPROFIT CORPORATION

WNL MARKETING GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/11

**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. WNL Marketing 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. 76-0531650

(FBI number, if applicable)

4. 11/15/1996

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 2929 Allen Parkway Houston, TX, 77019

(Principal office address)

(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: 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

JOHN H. PELLETIER

By: John H. Pelletier

ASST. VICE PRESIDENT

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

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. Debra L. Herzog

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

14. Debra L. Herzog, Assistant Secretary

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

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AS OF 05/08/09

WNL MARKETING GROUP, INC.

BOARD OF DIRECTORS

Bruce R. Abrams, Chairman
Jim Coppedge
Stephen S. Poston

OFFICERS

Name:	Title:
Bruce R. Abrams	President and Chief Executive Officer
Sharla A. Jackson	Executive Vice President
N. Scott Gillis *	Senior Vice President and Chief Financial Officer
Peter W. Seroka	Senior Vice President
Louis McNeal	Vice President and Treasurer
Stephen J. Poston	Vice President
David den Boer	Secretary
Daniel R. Cricks	Tax Officer
Debra L. Herzog	Assistant Secretary
Paula G. Payne	Assistant Secretary
Katherine Stoner	Assistant Secretary
John Fleming	Assistant Treasurer
Paul Hoepfl	Assistant Treasurer

Business Address for all is 2929 Allen Parkway, Houston, TX, 77019, except as noted

* Business address: 21650 Oxnard Ave., Woodland Hills, CA 91367

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WNL MARKETING 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 ELEVENTH DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WNL MARKETING GROUP, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 1996.

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

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



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090451636

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at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7293014

DATE: 05-11-09