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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gemini Risk Partners, 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," or "Certificate of Good Standing" 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:

Michael Sarnowski

Name of Person

The James B. Oswald Company

Firm/Company

1360 East 9th Street, Suite 600

Address

Cleveland, OH 44114

City/State and Zip code

msarnowski@oswaldcompanies.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Sarnowski

Name of Person

at (216) 367-8854

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status
☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. Gemini Risk Partners, 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. Ohio

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

3. 27-3871594

(FEI number, if applicable)

4. November 2010

(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. 1360 East 9th Street, Suite 600, Cleveland, OH 44114

(Principal office address)

1360 East 9th Street, Suite 600, Cleveland, OH 44114

(Current mailing address)

8. The placement and sale of wholesale insurance business

(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: Charles L. Storm

Office Address: 4350 West Cypress Street, #725

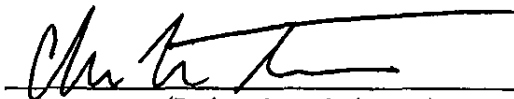
Tampa, Florida 33607

(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.



(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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Kramer

Address: 700 Forest Avenue
Birmingham, MI 48009-6658

Vice President: Andrew B. Gunn

Address: 1360 East 9th Street, Suite 600
Cleveland, OH 44114

Secretary: _____

Address: _____

Treasurer: Joseph G. DuBois

Address: 1360 East 9th Street, Suite 600, Cleveland, OH 44114

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Andrew B. Gunn

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

**United States of America
State of Ohio
Office of the Secretary of State**

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show GEMINI RISK PARTNERS, INC., an Ohio corporation, Charter No. 1974743, having its principal location in Cleveland, County of Cuyahoga, was incorporated on November 04, 2010 and is currently in GOOD STANDING upon the records of this office.

SECRETARY OF STATE
DIVISION OF GOVERNATION
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*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 18th day of March, A.D. 2011*

Jon Husted

Ohio Secretary of State