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Florida Department of State
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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
VGM BROKERAGE, INC.**

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

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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.

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1. VGM Brokerage, 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. Iowa 3. 45-4564147
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/13/2012 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1111 W. San Marnan Dr., Waterloo, IA 50701
(Principal office address)
P.O. Box 2817, Waterloo, IA 50704
(Current mailing address)

8. Access and Surplus lines of 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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company
By: Becky Pearce
(Registered agent's signature)
Becky Pearce
Assistant Vice President

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

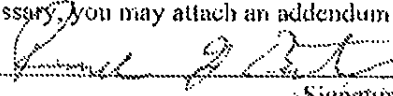
Secretary: _____

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

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. Russell G. Britson, Vice President
(Typed or printed name and capacity of person signing application)

Officers and Directors for VGM Brokerage, Inc.

Mike Hess President
Business Address: 1111 W. San Marnan Drive, Waterloo, IA 50701

Russell Britson Vice President
Business Address: 1111 W. San Marnan Drive, Waterloo, IA 50701

Mike Mallaro Director
Business Address: 1111 W. San Marnan Drive, Waterloo, IA 50701

Jim Walsh Director
Business Address: 1111 W. San Marnan Drive, Waterloo, IA 50701

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TALLAHASSEE FL 09107

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Print margins of no larger than 1 inch are recommended

**IOWA SECRETARY OF STATE
MATT SCHULTZ**



CERTIFICATE OF EXISTENCE

Date: 4/25/2012

Name: VGM BROKERAGE, INC. (490 DP - 431447)
Date of Incorporation: 2/13/2012
Duration: PERPETUAL

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TALLAHASSEE, FLORIDA

I, Matt Schultz, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify the following for the corporation named on this certificate:

- a. The entity is in existence and duly incorporated under the laws of Iowa.
- b. All fees required under the Iowa Business Corporation Act due the Secretary of State have been paid.
- c. The most recent biennial report required has been filed with the Secretary of State.
- d. Articles of dissolution have not been filed.

Certificate ID: **CS65909**
To validate certificates visit:
[sos.iowa.gov/ ValidateCertificate](http://sos.iowa.gov/ValidateCertificate)

Handwritten signature of Matt Schultz.

Matt Schultz, Iowa Secretary of State