

F95000001742

Document Number Only

RECEIVED
95 APR 10 AM 11:55
DIVISION OF CORPORATION

C T CORPORATION SYSTEM

Director's Name
1311 Executive Center Drive, Ste. 200
Address

Tallahassee, Fla. 32301 (904) 636-8298
City State Zip Phone

CORPORATION(S) NAME

~~200001452292~~
200001452292
-04/10/95--01041--016
*****70.00 *****70.00

W95-7670
The Exchange Agency, Inc.

Profit
 NonProfit

Foreign

Limited Partnership
 Nonstatement

Certified Copy

Call When Ready
 Walk In
 Mail Out

Amendment

Dissolution/Withdrawal

Annual Report
 Reservation

Photo Copies

Call if Problem
 WM Well

11/5
3/4

SECRETARY
DIVISION OF CORPORATION
FILED
APR 10 1995
12:53
OR
Other
Change of N.A.
Fictitious Name
CUB / e/s
After 4:30
Pick Up

Name Available

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3:00
4-10-95

PLEASE RETURN EXTRA COPY(S)
FILE BINDED

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95 APR 11 AM 11:53
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1995

CT SYSTEM

WALK-IN 4/11/95
Pick-up 3:00

SUBJECT: THE EXCHANGE AGENCY, INC.
Ref. Number: W95000007670

We have received your document for THE EXCHANGE AGENCY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The address in line 7 appears incomplete. Please correct the address, or verify that it is a complete address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 395A00016232

hee,
According to counsel the address is correct.
Please file and back date. Thanks

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**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. The Exchange Agency, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. November 23, 1994
(Date of Incorporation)

4. Perpetual
(Duration)

5. 14-1778069
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Northway Plaza, Queensbury, New York 12804
(Current mailing address)

8. See attached purpose clause
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 12:35

9. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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: _____

Charles W. Meyer C T Corporation System

CHARLES W. MEYER

SPECIAL ASST. SECRETARY

(Typed Name and Title of Officer)

12. 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.

13. George A. Ryan
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. George A. Ryan, Vice President

(Name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
The Exchange Agency, Inc.**

The corporation is to engage in property-casualty insurance agent activities. The corporation will not engage in the securities or commodities business.

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DIVISION OF CORPORATIONS
95 APR 10 PM 12:35

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of
The Exchange Agency, Inc.**

1. John Cuffe
One Tower Square
Hartford, Connecticut 06183
2. Glenn F. McNamara
One Tower Square
Hartford, Connecticut 06183
3. Thomas M. Irish
Northway Plaza
Queensbury, New York 12804

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 12:35

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
The Exchange Agency, Inc.**

1. Donald T. DeCarlo, Executive Vice President
One Tower Square
Hartford, Connecticut 06183
2. Ann M. Palmer, Vice President
Northway Plaza
Queensbury, New York 12804
3. Thomas M. Irish, President
Northway Plaza
Queensbury, New York 12804
4. Lois F. Blanche, Vice President
Northway Plaza
Queensbury, New York 12804
5. Christine A. Carpenter, Secretary
One Tower Square
Hartford, Connecticut 06183
6. George A. Ryan, Vice President
One Tower Square
Hartford, Connecticut 06183
7. Daniel W. Jackson, Assistant Secretary
One Tower Square
Hartford, Connecticut 06183
8. William H. White, Treasurer
One Tower Square
Hartford, Connecticut 06183
9. Charles B. Chamberlain, Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183
10. George M. Quaggin, Jr., Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 12:35

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE EXCHANGE AGENCY, 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 SIXTH DAY OF APRIL, A.D. 1995.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 PM 12:35



Edward J. Freel

Edward J. Freel, Secretary of State

2455414 8300

950076315

AUTHENTICATION:

7464007

DATE:

04-06-95

F95000001742

Travelers Insurance
A Member of *Travelers Group*

Travelers Insurance
One Tower Square
Hartford, CT 06183

June 30, 1995

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Exchange Agency, Inc.

To Whom It May Concern:

Effective May 31, 1995, the principal office of The Exchange Agency, Inc. changed to the following address:

57 Prospect Street, 11GSA
Hartford, Connecticut 06183

Please change your records to indicate such new address. Should you have any questions, please feel free to contact me. Thank you for your assistance with this matter.

Very truly yours,

Christine A. Carpenter

Christine A. Carpenter
Secretary
The Exchange Agency, Inc.
(203) 277-4564

JW
7-10-95

F9500001742

CT CORPORATION SYSTEM

2 Oliver Street
Boston, MA 02109
Tel. 617 482 4420
Fax 617 482 9807

August 17, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001565696
-08/22/95--01028--007
*****35.00 *****35.00

Re: The Exchange Agency, Inc. (DE)
Changed Name To: VIPortfolio Agency, Inc.
Order #: 354261

Dear Sir/Madam:

As requested by counsel, we enclose for filing name change amendment documents on behalf of this corporation together with funds in payment of the required fee. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034.

Very truly yours,

Christine M. Eastwine
Christine M. Eastwine
Customer Specialist

/cme

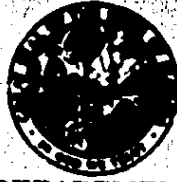
Enclosure(s)

Special Instructions: PLEASE FIND NAME RESERVATION
CERTIFICATE ATTACHED. THANK YOU.

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95 AUG 21 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NR same

*NC
KCB
8-23*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1995

CT CORPORATION SYSTEM
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

The name **VIPORTFOLIO AGENCY, INC.** has been reserved for 120 days beginning July 3, 1995. The reservation number is R95000002977 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Judy Eure

Letter number: 895A00032360

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. The Exchange Agency, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: April 10, 1995

FILED
95 AUG 21 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

August 4, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

VI Portfolio Agency, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Christine A. Carpenter
Signature

8/11/95
Date

Name and Title
Christine A. Carpenter, Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "THE EXCHANGE AGENCY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VIPORTFOLIO AGENCY, INC.", THE FOURTH DAY OF AUGUST, A.D. 1995, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2455414 8320

950186586

AUTHENTICATION:

7611252

DATE:

08-17-95

F95000001742

CT CORPORATION SYSTEM

2 Oliver Street
Boston, MA 02109
Tel. 617 482 4006
Fax 617 482 2795

October 10, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: VIPortfolio Agency, Inc. (DE)
Changing Name To: Travelers Group Exchange, Inc.
Order #: 645776

As requested by counsel, we enclose for filing name change amendment documents on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034 Ext. 3012.

Very truly yours,

Christine M. Eastwine
Customer Specialist

/cme

Enclosure

700001973147--3
-10/15/96--01010--001
*****35.00 *****35.00

FILED
96 OCT 14 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/17

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
56 OCT 14 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. VI Portfolio Agency, Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 10, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

August 26, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Travelers Group Exchange, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

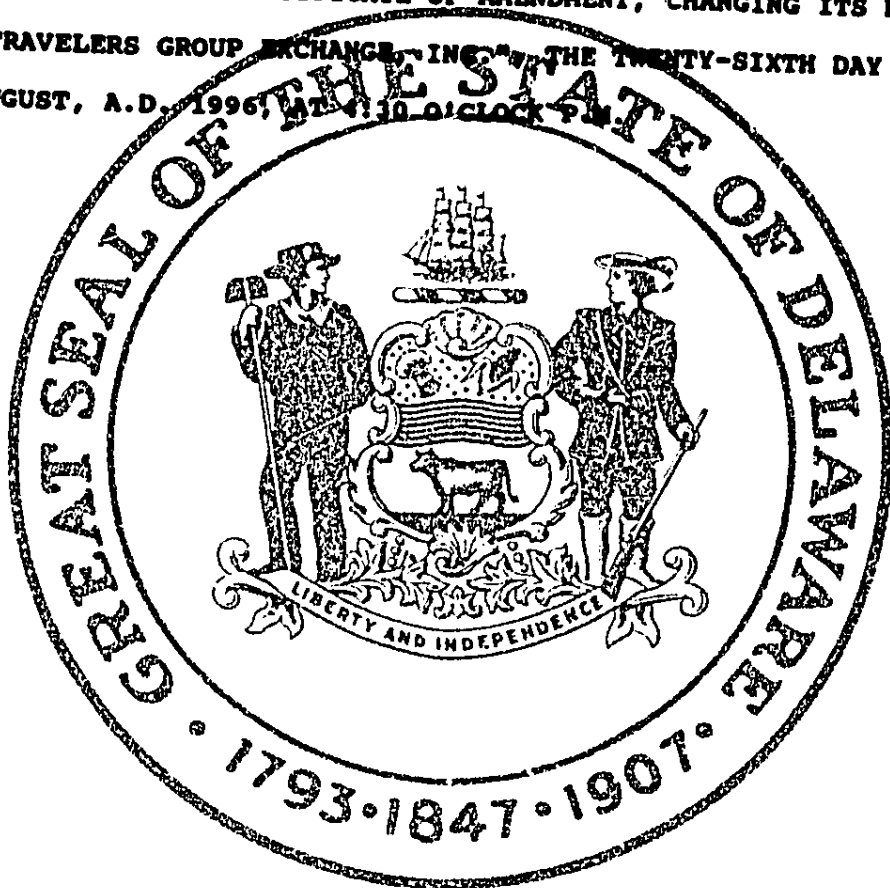
John J. Cuffe
Signature
Name and Title

10/3/96
Date

John J. Cuffe

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VI PORTFOLIO AGENCY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TRAVELERS GROUP EXCHANGE, INC." ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1996, AT 1:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8132198

10-03-96

2455414 8320

960288083