

April 10, 1995

Florida Department of State
Qualification/Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: Capital Alliance Insurance Company, Inc.
Qualification in Florida



Dear Madam or Sir:

On behalf of Capital Alliance Insurance Company, Inc., an Alabama-domiciled insurer, enclosed are the following documents which are required to secure a charter to do business in the State of Florida:

1. Application by Foreign Corporation For Authorization To Transact Business in Florida.
2. Original Certificate of Existence from the Alabama Secretary of State.
3. Request for a certified copy of the Application.
4. Transmittal letter which was included in the packet from the Florida Department of State.
5. A check payable to the Secretary of State of Florida for \$131.25 to cover the fees for registration as follows:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation Fee
8.75	Certificate of Status
52.50	Certified Copy of the Application
<hr/>	
\$131.25	Total

Please consider this an official request to send a Certificate of Status, directly to my attention, c/o Skandia America Corporation, to the above address, along with a letter of acknowledgement of this registration. Thank you.

Sincerely,

Mary Sue Bell

Mary Sue Bell
Corporate Paralegal

Enclosures

cc: Nancy P. Gordon
Joan M. Lancellot

100001454021
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****131.25 ****131.25

Skandia America Corporation
Valley Group
Skandia Texas Group
Skandia Southeast Companies
Skandia America Reinsurance Corporation

TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: Capital Alliance Insurance Company, Inc.
(Name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 PM 12:28

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:

Mary Sue Bell

(Name of Person)

Skandia America Corporation

(Firm/Company)

55 Alhambra Plaza

(Address)

Coral Gables, FL 33134

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Mary Sue Bell

Joan M. Lancellot

(Name of Person)

at (305) 461-7432
(305) 461-7436
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Capital Alliance Insurance Company, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Alabama
(State or country under the law of which it is incorporated)
3. 63-0942331
(FEI number, if applicable)
4. November 12, 1986
(Date of incorporation)
5. "Perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A - Applying for a license to transact insurance in Florida with the Dept. of Ins.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1286 Carmichael Way
Montgomery, Alabama 36106
(Current mailing address)
8. To transact insurance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Insurance Commissioner
Office Address: Capitol
Tallahassee, Florida, 32399-0300
(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.

Insurance Commissioner
(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.

95 APR 12 1987
DIVISION OF STATE
CORPORATIONS

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

A. DIRECTORS

Chairman: Anders Grabo
Skandia America Group
Address: One Liberty Plaza
New York, NY 10006

Vice Chairman: _____
Address: _____

Director: Randell C. Chaffin
Address: 55 Alhambra Plaza
Coral Gables, FL 33134

Director: Richard A. Rauschenberg
Address: 1286 Carmichael Way
Montgomery, Alabama 36106

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 PM 12:26

B. OFFICERS

President: Randell C. Chaffin
Address: 55 Alhambra Plaza
Coral Gables, FL 33134

Senior Vice President: Maria L. Rodriguez-Scott
Address: 55 Alhambra Plaza
Coral Gables, FL 33134

Secretary: Nancy P. Gordon
Address: 55 Alhambra Plaza
Coral Gables, FL 33134

Treasurer: Maria L. Rodriguez-Scott
Address: 55 Alhambra Plaza
Coral Gables, FL 33134

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

13.  WLG
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. R.C. Chaffin, President
(Typed or printed name and capacity of person signing application)

**ADDENDUM
TO
LIST OF NAMES AND ADDRESSES OF OFFICERS**

Regional Vice President: Richard A. Rauschenberg
1286 Carmichael Way
Montgomery, Alabama 36106

Senior Vice President: John D. Marshall
55 Alhambra Plaza
Coral Gables, FL 33134

Senior Vice President: William V. Santore
55 Alhambra Plaza
Coral Gables, FL 33134

Vice President: Fred K. Ellis
One Liberty Plaza
New York, NY 10006

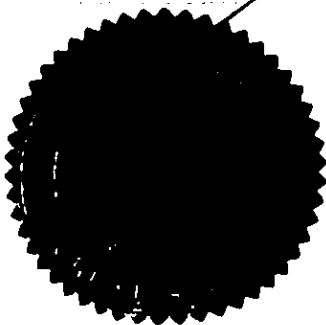
Vice President: Robert H. Hancock
500 Northpark Town Center
1100 Abernathy Road - Suite 625
Atlanta, GA 30328

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 PM 12:28

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Capital Alliance Insurance Company, Inc. incorporated in Jefferson County, Birmingham, Alabama on November 12, 1986. I further certify that the records do not disclose that said Capital Alliance Insurance Company, Inc. has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 12 PM 12:28



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 23, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State

F95000001781

Skandia America Corporation
55 Alhambra Plaza
Coral Gables, FL 33134
Telephone (305) 461-7400
Telefax (305) 461-4399
E-mail sac'aw@ix.netcom.com

February 21, 1997

Amendment Section
Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Capital Alliance Insurance Company, Inc., an Alabama
corporation - Withdrawal of Authority To Transact
Business in Florida



Skandia

FILED
97 FEB 24 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed please find the following documents to effect the withdrawal of Capital Alliance Insurance Company, Inc., an Alabama corporation ("Capital Alliance"), as a foreign corporation in the State of Florida:

1. One original and one copy of the completed withdrawal application duly signed by the president of Capital Alliance;
2. A check made payable to the Department of State for \$87.50 to cover the costs of the filing fee and the cost of one certified copy.

After this withdrawal is completed, please let me know if Capital Alliance would be responsible for filing the 1997 Annual Corporation Report that is due by May 1, 1997.

If you have any questions or need any further information, please contact me at (305) 461-7436. Please return the certified copy to my attention at the following address:

Joan Lancellot
c/o Skandia America Corporation
55 Alhambra Plaza
Coral Gables, FL 33134

Thank you.

Sincerely,

Joan M. Lancellot

Joan M. Lancellot
Assistant Vice President
& Corporate Paralegal

Enclosures

cc: Nancy P. Gordon
Maria L. Rodriguez-Scott

300002095759--4
-02/24/97-01112--004
\$87.50 \$87.50

VS FEB 27 1997

Withdraw.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Capital Alliance Insurance Company, Inc.

(Name of Corporation)

Alabama

(Incorporated Under Laws Of)

FILED
97 FEB 24 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Attn: Nancy Gordon
55 Alhambra Plaza

(Mailing Address)

Coral Gables, FL 33134

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

President



Signature

Title

Maria L. Rodriguez-Scott

February 20, 1997

Typed or printed name

Date