

95000002010

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

10000014121611
-02/21/95--01169--002
*****78.75 *****78.75

SUBJECT: Quality INSURANCE SERVICES, Inc.
(Name of corporation - must include suffix)

W95-3997

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:

FRANK Gizi Giuliani
(Name of Person)
Quality INSURANCE SERVICES INC., of Boca Raton
FLORIDA
(Firm/Company)
5677 Pacific Blvd. #2413
(Address)
Boca Raton Florida 33437
(City, State and Zip Code)

95 MAR 25 PM 2:27
FEDERAL
STATE
SECRETARIAT
DIVISION OF CORPORATIONS

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

FRANK Gizi Giuliani at (407) 392-6475.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

Name conflict
with Doc # 6916874



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1995

FRANK GUZI GIULIANI
QUALITY INSURANCE SERVICES INC.
5677 PACIFIC BLVD., #2413
BOCA RATON, FL 33433

SUBJECT: QUALITY INSURANCE SERVICES, INC. OF BOCA RATON
FLORIDA
Ref. Number: W95000003997

We have received your document for QUALITY INSURANCE SERVICES, INC. OF BOCA RATON FLORIDA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Federal Employer Identification number is comprised of nine digits. Please amend your document accordingly.

A brief description of the entity's nature of business must be included in the document.

The certification that you have submitted is a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit

containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sintt
Document Examiner

Letter Number: 695A00007952



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 14, 1995

FRANK GUZI GIULIANI
QUALITY INSURANCE SERVICES INC.
5677 PACIFIC BLVD., #2413
BOCA RATON, FL 33433

SUBJECT: QUALITY INSURANCE SERVICES, INC. OF BOCA RATON
FLORIDA
Ref. Number: W95000003997

We have received your corrected application; however, the issue of transacting without authority has not been addressed.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$700.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sintt
Document Examiner

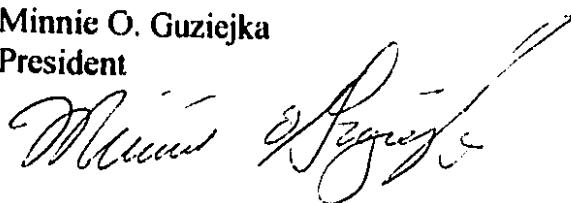
Letter Number: 395A00011271

March 18, 1995
Florida Department of State
Sandra Mortham
Secretary of State

Subject: Quality Insurance Services, Inc. of Boca Raton Florida.
Reference Number: W95000003997

In compliance to your request about the issue of transacting without authority. I would like to inform you that absolutely no business transactions whatsoever have been transacted by :Quality Insurance Services, Inc. of Boca Raton Florida. Therefore, no fees are due to the State of Florida. Please complete this file as soon as possible, thank you.

Minnie O. Guziejka
President



35-1525-PL-2-23
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1995

FRANK GUZI GIULIANI
QUALITY INSURANCE SERVICES INC.
5677 PACIFIC BLVD., #2413
BOCA RATON, FL 33433

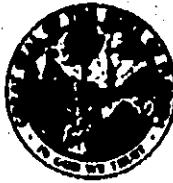
**SUBJECT: QUALITY INSURANCE SERVICES, INC. OF BOCA RATON
FLORIDA**
Ref. Number: W95000003997

We have received your letter concerning the transaction of business by QUALITY INSURANCE SERVICES, INC. OF BOCA RATON FLORIDA; however, the letter does not contain the information requested in our previous letter, and it is not notarized. The application cannot be filed until these corrections are made.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 895A00013615



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1995

FRANK GUZI GIULIANI
QUALITY INSURANCE SERVICES INC.
5677 PACIFIC BLVD., #2413
BOCA RATON, FL 33433

SUBJECT: QUALITY INSURANCE SERVICES, INC. OF BOCA RATON
FLORIDA
Ref. Number: W95000003997

We have received your document for QUALITY INSURANCE SERVICES, INC. OF BOCA RATON FLORIDA and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

We apologize for failing to note this previously.

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: 395A00016558

AFFIDAVIT

State of Florida)
ss:
County of Palm Beach)

BE IT KNOWN that Minnie O. Guziejka (Deponent) is of legal age and is hereby deposed and being duly sworn, under oath says the following:

The date Quality Insurance Services, Inc. became a corporation was November 21, 1994 incorporated in the State of Delaware, corporate I.D. number being "36-3994488", With a DBA in the State of Florida as "Quality Insurance Services, Inc., of Boca Raton Florida". The said corporation has not yet transacted or conducted any business in the State of Florida and is awaiting the approval from The State of Florida department of State to begin doing business as "Quality Insurance Services, Inc. of Boca Raton Florida", furthermore: no affairs of the above mentioned corporation constitute transacting business in the state of Florida pursuant to section 607.1501 or 617.1501, Florida Statues. Also, all prior statements in applying for authority to the State of Florida are true and correct and in no way erroneous to the issue of section 607.1501 or 617.1501, Florida statutes.

95-2225 FEB 2:28
SECTION 4 OF STATE
DIVISION OF CORPORATIONS

Minnie O. Guziejka
(Deponent)

4-5-95

(Date)

Sworn to before me on April 5, 1995, (Date) by
(Deponent) who acknowledged that the
foregoing statements are true.

Kenny Powers
(Notary Public)

My Commission Expires:



KENNY POWERS
My Commission CC346063
Expires Feb. 02, 1998

February 15, 1995
February 15, 1995
Florida Department of state
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Sirs,

Quality Insurance Services have adopted a resolution by the board of directors to do business in the state of Florida under the name of "Quality Insurance Services, Inc. of Boca Raton Florida", instead of its registered name in the state of its incorporation in the state of Delaware because the name "Quality Insurance Services, Inc." is already being used. Thank you.

Minnie Guziejka
Minnie O'Guziejka
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 25 PM 2:28

RESOLUTION OF STOCKHOLDERS OF
Quality Insurance Services, Inc.

WHEREAS, by applicable by-law provisions, the stockholders of the Quality Insurance Services, Inc. are hereby authorized to change the name of the said Company, for doing business in the state of Florida only, and

WHEREAS, it is now deemed necessary to change the name of the Company, be it

RESOLVED, That the name of this Corporation be changed from Quality Insurance Services, Inc. to Quality Insurance Services, Inc. of Boca Raton Florida,

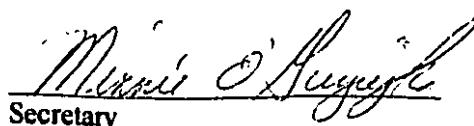
and that the officers of the Company are directed to file in the public offices the requisite documents setting forth the change of name.

I certify that I am the duly elected and qualified Secretary, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the By-laws of said Corporation on February 15, 1995, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary of said Corporation, this

15th day of February, 1995.

A True Record
Attest


Secretary

95 APR 25 PM 2:28
FILED
SECRETARY OF STATE
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. Quality Insurance Services, 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. Delaware

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

3. 245 118

36-3994488
S/B

4. November 21, 1994

(Date of incorporation)

5. Perpetual

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

6. November 21, 1994

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

7. P.O. Box 408

Matteson IL, 60443

(Current mailing address)

8. Profit - to solicit, service & sell insurance products
for various insurance companies & ins. Agencies.

(Purposes) 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: FRANK Guz Giuliani

Office Address: 5677 Pacific Blvd. # 2413

Boca Raton, Florida, 33433

(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.

Frank Guz Giuliani

(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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AP 25 PH 2:28

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

A. DIRECTORS

Chairman: Minnie Guzieika

Address: PO Box 408
MATTHESON IL, 60443-0408

Vice Chairman: Not Applicable
Address: _____

Director: Minnie Guzieika

Address: 306 WALDMAN AVE.
PARK FOREST IL 60466

Director: Minnie Guzieika

Address: 306 WALDMAN AVE.
PARK FOREST IL 60466

B. OFFICERS

President: Minnie Guzieika

Address: 306 WALDMAN AVE.
PARK FOREST IL 60466

Vice President: Minnie Guzieika

Address: 306 WALDMAN AVE.
PARK FOREST IL 60466

Secretary: Minnie Guzieika

Address: 306 WALDMAN AVE.
PARK FOREST IL 60466

Treasurer: Minnie Guzieika

Address: 306 WALDMAN AVE.
PARK FOREST IL 60466

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

13.

Minnie Guzieika
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Minnie Guzieika, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "QUALITY INSURANCE SERVICES, 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 TWENTY-THIRD DAY
OF JANUARY, A.D. 1995.

95 APR 25 PM 2:28
7
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7381930

01-23-95

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950014655

F9500000 2010

Quality Insurance Services, Inc.

Frank Guzi-Giuliani
(407) 392-6475

Individual Medical
Group Medical
Employee Benefits

Life Insurance
Mortgage Protection
Disability Insurance

January 23, 1996
Florida Department of State
Sandra Mortham
Secretary of State

Dear Sirs,

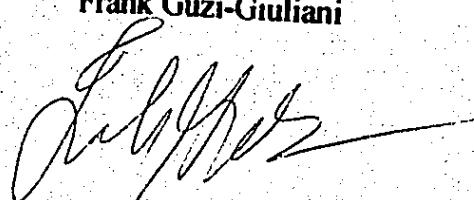
Please change the mailing addresse for Frank Guzi-Giuliani and Quality Insurance Services to :

Quality Insurance Services, Inc.
Frank Guzi-Giuliani
7300 West Camino Real
Suite 239
Boca Raton, Florida 33433

F95-2010

Sincerely,

Frank Guzi-Giuliani



upd 2/14/98
Rachael