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GEICO
Washington, D.C.

LICENSING DIVISION

ONE GEICO PLAZA ■ Washington, D.C. 20076-0001

April 14, 1995

VIA EXPRESS MAIL

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

100001466071
-04/27/95--01022--003
*****70.00 *****70.00

Dear Sirs:

RE: REQUEST BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
INSURANCE COUNSELOR'S INC.

Enclosed, please find the following items in order to license the above-referenced corporation:

1. Transmittal Letter
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Certification of Good Standing.
4. Our check of \$70 in payment of the \$35 filing fee and the \$35 registered agent designation fee.

If you require further information, please call me.

Very truly yours,

Cindy C. Faucette

Cindy C. Faucette
Licensing Paralegal
301-986-2861

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DIVISION OF CORPORATIONS
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L2/h 24

Enclosures

cc: T. Mulcahy

- Government Employees Insurance Company
- GEICO General Insurance Company
- GEICO Indemnity Company
- GEICO Casualty Company
- Safe Driver Motor Club, Inc.

Shareholder Owned Companies Not Affiliated with the U.S. Government

TRANSMITTAL LETTER

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

SUBJECT: Insurance Counselors, Inc.
(Name of corporation)

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:

Cindy C. Faucette
(Name of Person)
Licensing Division
Government Employees Insurance Company
(Firm/Company)
One GEICO Plaza
(Address)
Washington, DC 20076-0001
(City, State and Zip Code)

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

Timothy J. Mulcahy at (301) 986 - 2100
(Name of Person) 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. Insurance Counselors, 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. Maryland 3. 52-116 8724
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11-6-79 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5260 Western Ave.
Chevy Chase, MD 20815
(Current mailing address)

8. Transact Property & Casualty Insurance Sales - Agency
(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: Hugh H. McClelland III
Office Address: 1857 Wells Road, Suite 224
Orange Park, Florida, 32073
(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.

Hugh H. McClelland III
(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 addresses of officers and/or directors:

A. DIRECTORS *See Attached Listing*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. *Timothy J. Mulcahy*

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

14. Timothy J. Mulcahy, Vice President

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

DIRECTORS AND OFFICERS
INSURANCE COUNSELORS, INC.

OFFICERS

William E. Roberts
6529 79th Place
Cabin John, MD 20818

President

Timothy J. Mulcahy
3514 Marigold Dr.
Monrovia, MD 21770

Vice President

Carl J. Kelle
27109 Family Terr.
Damascus, MD 20872

Vice President

Rosalind A. Phillips
6516 Shipyard Place
Falls Church, VA 22043

Secretary

John D. Ruff
5500 Frienship Blvd.
Apartment 2009N
Chevy Chase, MD 20815

General Counsel

Charles G. Schara
9020 Advantage Court
Burke, VA 22015

Treasurer

Myrtle N. Pitsenbarger
9225 St. Andrews Pl.
College Park, MD 20740

Assistant Secretary

R. Dennis Land
991 Crescent Ave.
Macon, GA 31204

Assistant Secretary

Thomas M. Wells
8468 Nicole Court
Annandale, VA 22003

Controller

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DIRECTORS

Marion E. Byrd
10016 Kendale Road
Potomac, MD 20854

Chairman

Charles R. Davies
157 Culpeper St.
Warrenton, VA 22186

W. Alvon Sparks, Jr.
7513 Pepperell Dr.
Bethesda, MD 20817

STATE OF MARYLAND

357561

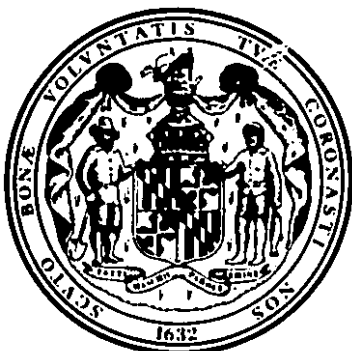
DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT INSURANCE COUNSELORS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 20TH DAY OF APRIL, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER