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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

300001509393
-06/09/95--01015--009
****131.25 ****131.25

SUBJECT: Republic Indemnity Company of America
(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:

Mr. Dion G. Riley

(Name of Person)

Republic Indemnity Company of America

(Firm/Company)

15821 Ventura Blvd., Suite 370

(Address)

Encino, California 91436

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -9 PM 12:10

WCB/q

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

Dion G. Riley

(Name of Person)

at (818) 382-1049

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:**

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1. Republic Indemnity Company of America
(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. California
(State or country under the law of which it is incorporated)
3. 95-2801326
(FEI number, if applicable)
4. December 5, 1972
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Not Applicable
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 15821 Ventura Blvd., Suite 370
Encino, California 91436
(Current mailing address)
8. Property and Casualty Insurance Company
(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.

REPUBLIC INDEMNITY COMPANY OF AMERICA
(Property/Casualty Insurance)
15821 Ventura Boulevard, Suite 370
Encino, California 91436
(818) 990-9860

Incorporated: December 5, 1972; California
Federal E.I. No.: 95-2801326

DIRECTORS:

Jerry P. Bougas (5/16/86)
James J. Carolan (5/1/86)
Robert S. Holman (2/5/86)
LeRoy Huff (5/16/86)
Ray D. Johnson, Jr. (9/1/88)
Dwayne T. Marioni (5/16/86)
Dion G. Riley (5/16/86)
Neil M. Hahl (7/1/91)

OFFICERS:

Ray D. Johnson, Jr. (9/1/88) Chairman, President & Chief Executive Officer
Dwayne T. Marioni (10/1/93) Executive Vice President
James J. Carolan (2/1/86) Executive Vice President
Jerry P. Bougas (2/1/87-Sr VP)(11/30/89-Secr) Senior Vice President & Secretary
David Harkins (1/1/95-Sr VP) Senior Vice President
Robert S. Holman (1/1/88) Senior Vice President
David P. Mitchell (10/1/93) Senior Vice President
Dion G. Riley (5/2/94-Sr VP)(5/16/86-CFO) .. Sr Vice President & Chief Financial Officer
Michael A. Thornberry (1/1/95-Sr VP) Senior Vice President
Rhonda Cooper (6/1/94) Vice President
Reggie Fradkin (4/1/95) Vice President
Loren F. Garofalo (12/01/91) Vice President
Beverly A. Hall (1/19/88) Vice President & Treasurer
Frank A. Hernandez (8/1/91-VP)(5/2/94-Asst Secr) ... Vice President & Assistant Secretary
LeRoy Huff (4/1/87) Vice President
Cheryl L. Richardson (7/1/93) Vice President
Jimmie L. Seitsinger (4/1/90) Vice President
Marcelene D. Wolford (1/1/90) Vice President
Darryl K. Yim (2/8/94) Vice President

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 5th day of December, 19 72.

REPUBLIC INDEMNITY COMPANY OF AMERICA

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

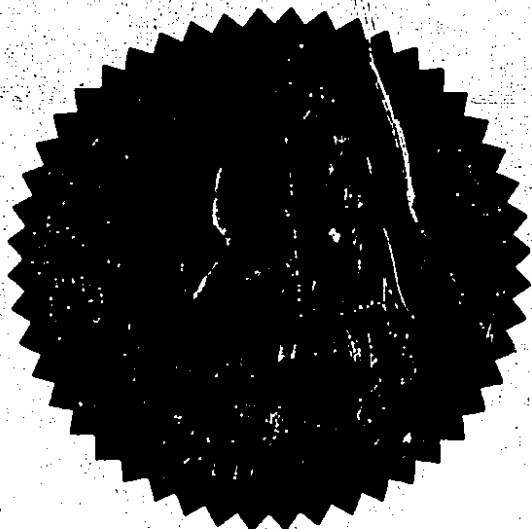
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the record of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
11th day of April, 1995



Bill Jones
BILL JONES
Secretary of State