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TALLAHASSEE, FL 32304  
904-222-4771  
4-22-95 FAX

800-342-8086

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 613892 86901M  
AUTHORIZATION :  
COST LIMIT : 9 PPD

ORDER DATE : June 12, 1995

ORDER TIME : 11:45 AM

ORDER NO. : 613892

CUSTOMER NO: 86901M

800001510939  
-06/12/95--01044--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Ms. Adriana Maravilla  
Prentice Hall Legal &  
33north LaSalle Street  
Suite 1925  
Chicago, IL 60602

FOREIGN FILINGS

NAME: UNDERWRITERS & MANAGEMENT  
SERVICES, INC.

       PROFIT  
       NON-PROFIT

       CORPORATE  
       LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS  
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LC  
6/12

XXXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrana Randolph

# 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:

95 JUN 1 5 0  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1. Underwriters & Management 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. Indiana 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6-22-83 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 3600 Woodview Trace, Suite 301  
Indianapolis, IN 46268  
(Current mailing address)

8. To transact any lawful business including those of underwriting general agent  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) and reinsurance intermediary.

9. Name and street address of Florida registered agent:  
Name: The Prentice-Hall Corporation System, Inc.  
Office Address: 110 North Magnolia Street  
Tallahassee, Florida, 32301  
(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.*

The Prentice-Hall Corporation System, Inc.  
By: Michael Monson Asst. Secretary  
(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.

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

A. DIRECTORS

Chairman: See Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See Exhibit A

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.

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

14.

Mark D. Lemon, Assistant Secretary  
\_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

**Underwriters & Management Services, Inc.**  
3600 Woodview Trace  
Suite 301  
Indianapolis, Indiana 46268  
35-1571900

All Mail: 1700 Magnavox Way; P.O. Box 7808; Fort Wayne, IN 46801-7808

Officers

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<u>Name</u>	<u>Business Address</u>	<u>Residence Address</u>
Chairman and CEO Gabriel L. Shaheen 305-00-4979	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	1731 Hollow Creek Court Fort Wayne, IN 46804
Vice President and COO Ann Wallace 154-48-6572	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	9223 Timberline Court Fort Wayne, IN 46804
President David K. Ellsworth 374-42-8682	3600 Woodview Trace Suite 301 Indianapolis, IN 46268	10989 Windjammer Court Indianapolis, IN
Senior Vice President James R. Horein 306-32-2881	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	2605 Fox Chase Run Fort Wayne, IN 46825
Senior Vice President William K. Tyler 337-36-6795	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	2929 Buckhurst Run Fort Wayne, IN 46815
Vice President and Treasurer Max A. Roesler 307-32-9533	1300 S. Clinton Street Fort Wayne, IN 46801	430 Spring Beach Drive Rome City, IN 46784
Vice President Timothy J. Alford 315-50-4388	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	6622 Sweetbrier Drive Fort Wayne, IN 46804

**Secretary**  
C. Suzanne Womeck  
307-62-8679

200 East Berry Street  
Fort Wayne, IN 46801

6801 Chiswell Run  
Fort Wayne, IN 46838

**Assistant Secretary**  
Mark D. Lemon  
313-82-4245

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

5511 Hoagland Avenue  
Fort Wayne, IN 46807

**Assistant Secretary**  
Douglas N. Miller  
310-74-4123

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

5807 Marty's Hill Place  
Fort Wayne, IN 46815

**Assistant Secretary**  
Thomas L. Spurling  
314-58-3888

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

3615 Mayapple Drive  
Fort Wayne, IN 46816

**Directors**

James R. Horain  
306-32-2881

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

2805 Fox Chase Run  
Fort Wayne, IN 46825

Gabriel L. Shaheen  
305-80-4979

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

1731 Hollow Creek Court  
Fort Wayne, IN 46804

William K. Tyler  
337-38-5795

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

2929 Buckhurst Run  
Fort Wayne, IN 46816

Timothy J. Alford  
315-50-4388

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

6822 Sweetbrier Drive  
Fort Wayne, IN 46804

Ann Wallace  
184-46-6572

One Reinsurance Place  
1700 Magnavox Way  
Fort Wayne, IN 46804

6223 Timberline Court  
Fort Wayne, IN 46804

David K. Ellsworth  
374-42-8682

3600 Woodview Trace  
Suite 301  
Indianapolis, IN 46268

10989 Windjammer Court  
Indianapolis, IN

All terms are indefinite.

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

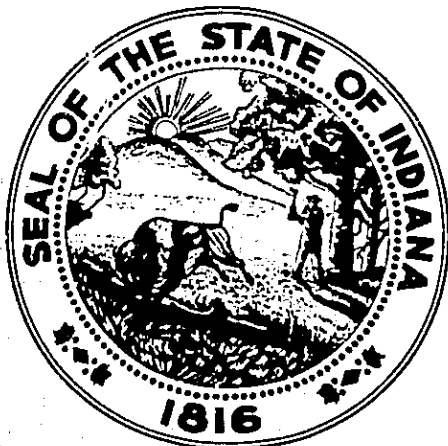
UNDERWRITERS & MANAGEMENT SERVICES INC

filed Articles of Incorporation on June 22, 1983, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this First day of June, 1995.



*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*[Signature]*  
Deputy