

F95000004815

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Century Management Company
(Name of corporation - must include suffix)

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:

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-10/05/95--01001--019
*****70.00 *****70.00

Vinetta DeCamp
(Name of Person)

Century Management Company
(Firm/Company)

100 N. W. 63rd Street, Suite 300
(Address)

Oklahoma City, OK 73116
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

ML

Vinetta DeCamp
(Name of Person)

at (405) 879-0099
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. CENTURY MANAGEMENT COMPANY

(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. OKLAHOMA

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

3. 73-1127848

(FEI number, if applicable)

4. August 7, 1981

(Date of Incorporation)

5. Perpetual

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

6. No business has been transacted in the State of Florida.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.)

7. 100 N. W. 63rd Street, Suite 300

Oklahoma City, OK 73116

(Current mailing address)

8. Administration and marketing of annuity business for Allianz Life Insurance Company of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of North America.
Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT**
acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 S. PINE ISLAND ROAD

PLANTATION

, Florida, 33324

(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.

See attached

(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.

ACCEPTANCE OF APPOINTMENT


RE: CENTURY MANAGEMENT COMPANY

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: September 21, 1995

C T CORPORATION SYSTEM

By


Bonnie L. Harmon,
Assistant Secretary

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____ SEE ATTACHED

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____

Address: _____ SEE ATTACHED

Vice President: _____

Address: _____

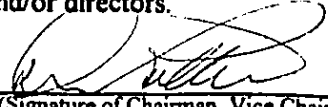
Secretary: _____

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. Dean M. Potter, Executive Vice President
(Typed or printed name and capacity of person signing application)

CENTURY MANAGEMENT COMPANY
Officers and Directors

Name, SS# and Home Address	Title	Business Address
Kirkland Hall SS#443-46-2221 1804 Drury Lane Oklahoma City, OK 73116	Chairman and Director	123 S. Hudson Oklahoma City, OK 73102
T. A. Dearmon SS#447-34-4985 436 NW 16th Street Oklahoma City, OK 73103	President and Director	123 S. Hudson Oklahoma City, OK 73102
Dean M. Potter SS#514-38-6754 12084 Oak Tree Drive Edmond, OK 73034	Executive Vice President and Director	100 NW 63rd, Suite 300 Oklahoma City, OK 73116
Emmett Carter SS#441-46-9744 409 Timber Ridge Rd. Edmond, OK 73034	Vice President-Finance and Treasurer	100 NW 63rd, Suite 300 Oklahoma City, OK 73116
Don S. Strong SS#447-44-3487 14001 N. Douglas Blvd. Jones, OK 73049	Corporate Counsel and Secretary	100 NW 63rd, Suite 300 Oklahoma City, OK 73116
Fredrica Cottrell SS#442-46-5718 3704 Ives Way Norman, OK 73072	Assistant Secretary and Controller	100 NW 63rd, Suite 300 Oklahoma City, OK 73116
Fred Hall SS#448-42-5349 413 W. Country Club Terrace Edmond, OK 73034	Director	123 S. Hudson Oklahoma City, OK 73102
Brooks Hall, Jr. SS#448-42-5350 6917 NW Grand Blvd. Oklahoma City, OK 73116	Director	123 S. Hudson Oklahoma City, OK 73102

NOTE: 100% of the shares of Century Management Company is owned by Century Holdings, Inc.

OFFICE OF THE SECRETARY OF STATE



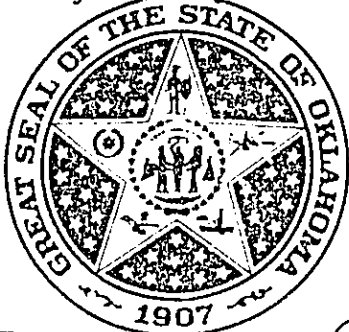
**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that CENTURY MANAGEMENT COMPANY

whose registered agent is: T. A. Dearman
with its registered office at 100 NW 63rd Suite 300, Oklahoma City, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this 22nd day of
September, 1995.

Sam Cole
Secretary of State

By [Signature]

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DIVISION OF CORPORATIONS