

F9500005538

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

95 NOV 13 PM 1:51

SUBJECT:

Tower Hill, 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:

Stephanie Raymond, Esq.

(Name of Person)

Edwards & Angell

(Firm/Company)

750 Main Street

(Address)

Hartford, CT 06103

(City, State and Zip Code)

40000162821
-11/13/95--01080--006
****78.75 ****78.75

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

Stephanie Raymond

(Name of Person)

at (203) 541-7763

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1995

STEPHANIE RAYMOND, ESQ
% TOWER HILL, INC.
750 MAIN STREET
HARTFORD, CT 06103

SUBJECT: TOWER HILL, INC.
Ref. Number: W95000021963

55 NOV 13 PM 1:51

We have received your document for TOWER HILL, INC. 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 name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6097.

Michael Mays
Document Specialist


Letter Number: 395A00049398

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Eric Allen Reehl, do hereby certify
that this Resolution of the Board of Directors of Tower Hill, Inc.
a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on XXXXXXXXXXXXXXXXXXXX19XXXXXX by unanimous written consent dated
as of November 8, 1995.

Resolved, that Tower Hill, Inc., organized
and existing in the State of Delaware, hereby adopts the
name Tower Hill Premium Finance Company for use in Florida.

Dated: November, 1995



Signature of at least one director
Eric Allen Reehl

95 NOV 13 PM 51

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. Tower Hill, 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. 22-3258985
(FEI number, if applicable)
4. September 28, 1993
(Date of incorporation)
5. Perpetual
(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. Three South Revmont Drive
Shrewsbury, NJ 07702
(Current mailing address)
8. Business of financing insurance premiums and other lawful activities
(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: Jonathan E. Cole, Esquire
Edwards & Angell
Office Address: 250 Royal Palm Way
Palm Beach, Florida, 33480
(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 CONSENT FORM

(Registered agent's signature)
Jonathan E. Cole, Esquire

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

DIRECTOR

~~Chairman:~~ Robert Abidor

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

DIRECTOR

~~Vice Chairman:~~ Edward D. Herrick

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

Director: Michael H. Monier

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

Director: Eric A. Reehl

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

B. OFFICERS (continued on attached sheet)

President: Robert Abidor

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

Vice President: Michael H. Monier

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

Secretary: Eric A. Reehl (also Treasurer and Chief Operating Officer)

Address: 3 South Revmont Drive, Shrewsbury, NJ 07702

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. Chief Operating Officer, Secretary, Treasurer and Director
(Typed or printed name and capacity of person signing application)

95 NOV 13 PM 1:51

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

Tower Hill, Inc.

12B. OFFICERS (continued)

Vice President - Marketing

Fred C. Craig
3 South Revmont Drive
Shrewsbury, NJ 07702

Vice President

Jeffrey Scott
3 South Revmont Drive
Shrewsbury, NJ 07702

Vice President - Commercial
Underwriting

Francesco Stancati, Jr.
3 South Revmont Drive
Shrewsbury, NJ 07702

95 NOV 13 PM 1:51

State of Delaware
Office of the Secretary of State

TO THE HONORABLE THE SECRETARY OF STATE
OF THE STATE OF DELAWARE
FROM THE HONORABLE THE SECRETARY OF STATE
OF THE STATE OF DELAWARE
SUBJECT: [Illegible]

95 NOV 13 PM 1:51

RECEIVED
SECRETARY OF STATE



Edward J. Gurn

Edward J. Gurn, Secretary of State

ATTESTATION

DATE

F9500005538

EDWARDS & ANGELL

A Partnership Including Professional Corporations

COUNSELLORS AT LAW

since 1894

750 MAIN STREET
HARTFORD, CT 06103-2715
(860) 525-5065
FAX (860) 527-4198

February 13, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002090042--7
-02/18/97--01008--006
***35.00 ***35.00

Re: Tower Hill, Inc. - Application for Withdrawal of Authority

Dear Sir or Madam:

Enclosed herewith is an original Application by Foreign corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida filed on behalf of Tower Hill, Inc., together with this firm's check in the amount of \$35.00 in payment of the required fees. Kindly acknowledge your receipt of the enclosed by file-stamping the enclosed and returning it in the self-addressed, postage-paid envelope provided.

If you have any questions or concerns, please do not hesitate to contact me at (860) 541-7718. Thank you for your attention to this matter.

Best regards.

Very truly yours,



Rita Gallo
Insurance Regulatory and Compliance
Administrator

/rg
Enclosure

cc: Ms. Lynne Morrison

HARRG-20494

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 14 PM 12:55

Withdr
71 APR 14 1997

EDWARDS & ANGELL
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COUNSELLORS AT LAW

since 1894

Constance A. Ballou, Legal Assistant
(860) 541-7717
cballou@calaw.com

750 MAIN STREET
HARTFORD, CT 06103-2715
(860) 525 5065
FAX (860) 527-4188

April 10, 1997

Thelma Lewis
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Tower Hill Premium Finance Co.

Dear Ms. Lewis:

Enclosed please find an Application for Reinstatement for the above referenced, along with this firm's check in the amount of \$375.00- \$175 for the reinstatement filing fee, and \$200 for the annual report filing. Also enclosed please find a certificate of good standing from the State of Delaware.

An application by foreign corporation for withdrawal has been included with these documents. Please file the withdrawal, date stamp the copy and return it to us in the envelope provided for your convenience. Don't hesitate to call me at the number above with any questions or comments.

Sincerely,



Connie Ballou
Legal Assistant

/cb

Enclosure
cc: R. Gallo



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

RITA GALLO
EDWARDS & ANGEL
750 MAIN STREET
HARTFORD, CT

SUBJECT: TOWER HILL PREMIUM FINANCE COMPANY
Ref. Number: F95000005538

We have received your document for TOWER HILL PREMIUM FINANCE COMPANY and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the above corporation's certificate of authority to transact business in Florida was revoked 8-23-96, for failure to file the 1996 annual report. The corporation must be reinstated before the Withdrawal can be filed. If you wish to reinstate attached is the form, the fees are \$175 reinstatement filing fee and \$200 for the 1996 annual report.

~~XXXX~~ (per Thelma) Just to w/2

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 197A00009135

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Tower Hill, Inc. dba Tower Hill Premium Finance Company

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
57 APR 14 PM 12:55

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

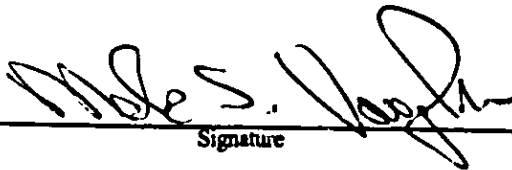
3 South Revmont Drive

(Mailing Address)

Shrewsbury, New Jersey 07702

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

President

Title

Mark S. Vaughn

Typed or printed name

2-7-97

Date

F95000005538

EDWARDS & ANGELL

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February 13, 1997

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HARRG-20494

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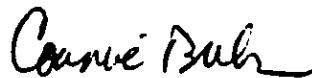
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Connie Ballou
Legal Assistant

/cb

Enclosure
cc: R. Gallo



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1997

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Corporate Specialist Supervisor**

Letter Number: 197A00009135

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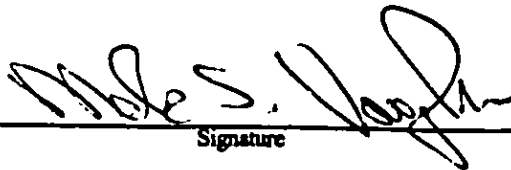
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Signature

President

Title

Mark S. Vaughn

Typed or printed name

2-7-97

Date