

1209 PINE STREET
TALLAHASSEE, FL 32304
904-222-4971
904-222-0393 FAX

800-342-8086

FR 95000005825

PRENTICE HALL
LEGAL & FINANCIAL
SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 745519 4022A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 27, 1995

ORDER TIME : 10:04 AM

ORDER NO. : 745519

CUSTOMER NO: 4022A

CUSTOMER: Laura Lightholder, Legal Asst
Alzheimer & Gray
39th Floor
10 South Wacker Drive
Chicago, IL 60606

800001648842
-11/30/95--01034-- J13
*****70.00 *****70.00

FOREIGN FILINGS

NAME: ISU SERVICE CORPORATION

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANGLEA LANE

FILED
95 NOV 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
95 NOV 30 AM 11:17
DIVISION OF CORPORATION

**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. ISU Service Corporation

(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. Georgia **3. applied for**
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 13, 1995 **5. Perpetual**
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 2600 Apple Valley Road N.E.
Atlanta, GA 30319
(Current mailing address)

8. To have all of the general powers granted to corporations organized under the Georgia Business Corporation Code, whether granted by specific statutory authority or by construction of law.
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301

FILED
95 NOV 30 PM 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Richard W. Johnson, D. U. 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: None

Address: _____

Vice Chairman: None

Address: _____

Director: Tim Brown

Address: 3500 West Peterson Avenue

Chicago, IL 60659

Director: Robert Austin

Address: 3500 West Peterson Avenue

Chicago, IL 60659

B. OFFICERS

President: Tim Brown

Address: 3500 West Peterson Avenue

Chicago, IL 60659

Vice President: Robert Austin

Address: 3500 West Peterson Avenue

Chicago, IL 60659

Secretary: Howard Friedman

Address: 10 South Wacker Drive, Suite 4000

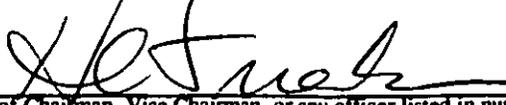
Chicago, IL 60606

Treasurer: None

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Howard Friedman, Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM TO 12A and B
OF APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

12a. Additional Listing of Directors

Directors: Howard Friedman
Address: 10 S. Wacker Drive, Suite 4000
 Chicago, IL 60606

12b. Additional Listing of Officers

Assistant Secretary: Kathy Doyle
Address: 3500 W Peterson Avenue
 Chicago, IL 60659

Assistant Secretary: George Niblack, Jr.
Address: 2600 Apple Valley Road N.E.
 Atlanta, GA 30303

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95 NOV 30 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCUMENT NUMBER : 94220427
CONTROL NUMBER : 9529762
DATE INC/AUTH/FILED : 10/13/1995
JURISDICTION : GEORGIA
PRINT DATE : 11/28/1995
FORM NUMBER : 0211

CSC NETWORKS
LISA WILLIAMS
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ISU SERVICE CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



F95000005825

ACCOUNT NO. : 072100000032
REFERENCE : 874341 4320611
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 7, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 874341

CUSTOMER NO: 4320611

CUSTOMER: Ms. Laura Lightholder
Alzheimer & Gray
10 South Wacker Drive
Suite 4000
Chicago, IL 60606

100001743341
-03/14/96--01079--014
*****35.00 *****35.00

FOREIGN FILINGS

NAME: ISU SERVICE CORPORATION

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

FILED
96 MAR 14 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Not me
Change
3/14/96
DC*
96 MAR 14 PM 12:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(s. 607.1504, F.S.)

FILED
26 MAR 11 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. ISU Service Corporation
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: November 30, 1995

SECTION II (4-7) complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 11, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Insurance Service Underwriters, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature

March 7, 1996

Date

Howard Friedman

Typed or printed name

Secretary

Title

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER: 960730712
PRINT DATE : 03/13/1996
FORM NUMBER : 218

CSC NETWORKS
LISA WILLIAMS
66 LUCKIE STREET
ATLANTA, GA 30303

CERTIFICATE OF FACT

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

ISU SERVICE CORPORATION, a Georgia corporation
changed its name to
INSURANCE SERVICE UNDERWRITERS, INC.
on the 11th day of January, 1996.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE