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COBB COLE & BELL

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TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 681-3233
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December 13, 1995

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DAYTONA BEACH
150 MAGNOLIA AVENUE
POST OFFICE BOX 2491
DAYTONA BEACH, FLORIDA 32115
19041 255-8171
DELAND 19041 736-7700
TELECOPIER 19041 255-6068

ORLANDO
SUNBANK CENTER
200 SOUTH ORANGE AVENUE
SUITE 1428
ORLANDO, FLORIDA 32801
14071 843-3337
TELECOPIER 14071 843-0553

MAITLAND
900 WINDERLEY PLACE
SUITE 122
MAITLAND, FLORIDA 32751
14071 661-1123
TELECOPIER 14071 661-5743

PALM COAST
1 FLORIDA PARK DRIVE SOUTH
SUITE 350
PALM COAST, FLORIDA 32137
19041 446-2622
TELECOPIER 19041 446-2654

Via: Hand Delivery

Florida Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

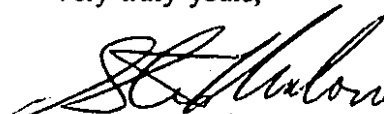
Re: Sunshine State Insurance Managers, Inc.

Dear Sir/Madam:

Please provide a certified Certificate of Status for the above referenced corporation at your earliest convenience. A firm check is being hand delivered for payment of this service.

If you have any questions regarding this request, please do not hesitate to call my office.

Very truly yours,


Steven M. Malono

SMM:pm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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. SUNSHINE STATE INSURANCE MANAGERS, 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, U.S.A. 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 12, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8570 Phillips Highway, Suite 105
Jacksonville, FL 32241-4827
(Current mailing address)
8. To engage in any lawful act or activity which may be authorized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Florida law.
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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Michael D. Shenkman
Address: 8570 Phillips Highway, Suite 105
Jacksonville, FL 32241-4827

Vice Chairman: Bruce K. Howson
Address: 8570 Phillips Highway, Suite 105
Jacksonville, FL 32241-4827

Director: Arthur Buhr
Address: 325 Lexington Avenue
New York, NY

Director: _____
Address: _____

B. OFFICERS

President: Michael D. Shenkman
Address: 8570 Phillips Highway, Suite 105
Jacksonville, FL 32241-4827

Vice President: Bruce K. Howson
Address: 8570 Phillips Highway, Suite 105
Jacksonville, FL 32241-4827

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael D. Shenkman Chairman & CEO
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

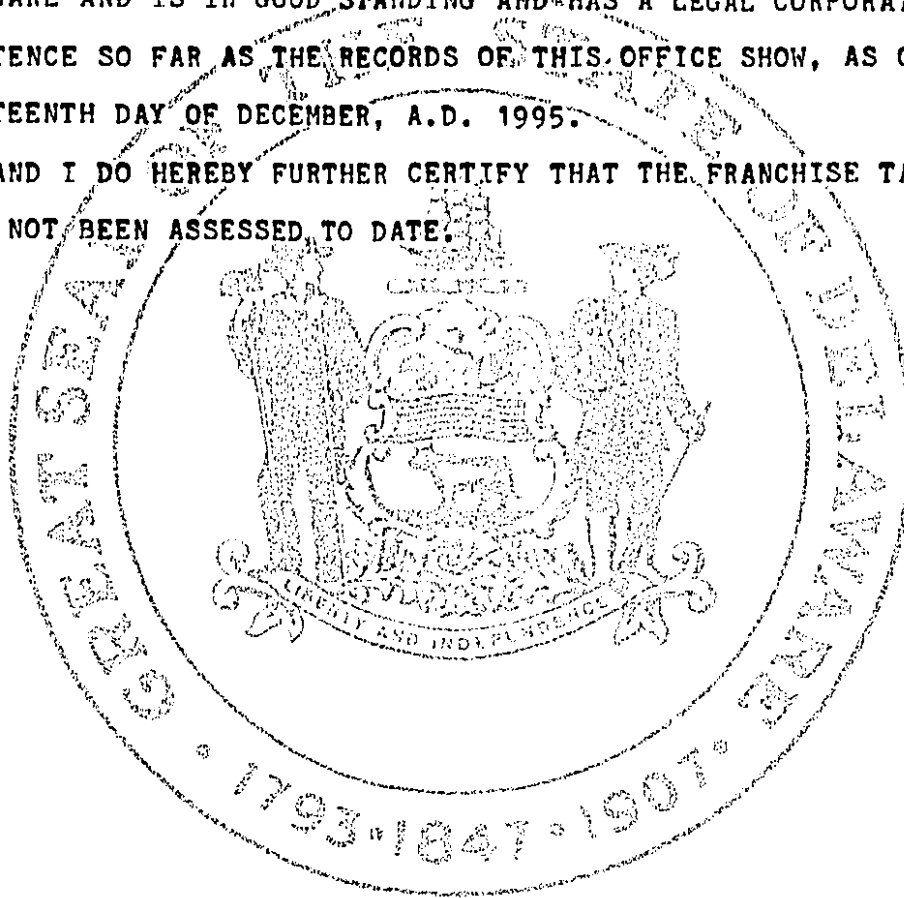
14. Michael D. Shenkman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 AM 11:41

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNSHINE STATE INSURANCE MANAGERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



2563897 8300

950291971

Edward J. Freel, Secretary of State

AUTHENTICATION:

7748189

DATE:

12-13-95

F95000006062

STEVEN C. KOEGLER
JAMES V. WALKER
PHILLIP I. DILLONHAM

10151 Deerwood Park Boulevard
Building 100, Suite 200
Jacksonville, Florida 32256-0959
Telephone (904) 998-9800
Facsimile (904) 998-0800
E-Mail wklaw@w-k.com

REPLY TO:
P.O. Box 550587
Jacksonville, Florida
32255-0587

July 21, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Withdrawal of Sunshine State Insurance Managers, Inc.

Ladies and Gentlemen:

Enclosed herewith is an original Certificate of Withdrawal to be filed in the Secretary of State's office on behalf of the above foreign corporation. Also enclosed are a copy of the Certificate to be file stamped by your department and returned to us and a check in the amount of \$35.00 representing filing fees for the Amendment.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER & KOEGLER, P.A.

Peggy Adolphson

Peggy Adolphson
Legal Assistant

pa
Enclosures

300002244803--6

07/23/97-01031-009

*****35.00 *****35.00

FILED
07 JUL 23 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See
7/28

Withdrawal

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

SUNSHINE STATE INSURANCE MANAGERS, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

FILED
97 JUL 23 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

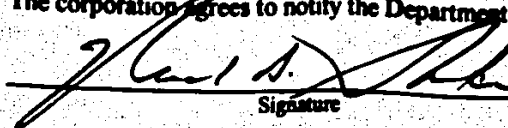
10151 DEERWOOD PARK BLVD., BUILDING 100, SUITE 200

(Mailing Address)

JACKSONVILLE, FLORIDA 32256

(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

MICHAEL SHENKMAN

Typed or printed name

7/2/97

Date