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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-[illegible] FAX

800-342-8086

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 788855 6766A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : January 2, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 788855

900001677629

CUSTOMER NO: 6766A

CUSTOMER: Gary Weston, Legal Assistant
Olshan, Grundman, Frome &
505 Park Avenue
16th Floor
New York, NY 10022

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DIVISION OF CORPORATIONS
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FOREIGN FILINGS

NAME: AMCOMP INCORPORATED

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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. AgComp Incorporated
(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. ________
(FEI number, if applicable)

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4. December 28, 1995
(Date of incorporation)

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

6. January 12, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 701 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408
(Current mailing address)

8. To engage in any act or activity permitted by the laws of Delaware for which corporations may be organized in the State of Florida
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

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: Judith A Blancett, Asst. Sec.
(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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: ______________________

Address: ______________________

Vice Chairman: ______________________

Address: ______________________

Director: Sam A. Stephens

Address: 701 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Director: ______________________

Address: ______________________

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

President: Sam A. Stephens

Address: 701 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Vice President: ______________________

Address: ______________________

Secretary: Laura Jett

Address: 701 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Treasurer: Laura Jett

Address: 701 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

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. Sam A. Stephens
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMCOMP INCORPORATED" 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 TWENTY-NINTH DAY OF DECEMBER, A.D. 1995.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7773424

DATE: 12-29-95