



1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-1393 FAX

800-342-8086

ACCOUNT NO. : 0721000000032
REFERENCE : 937743 4382632
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : May 1, 1996

ORDER TIME : 12:11 PM

ORDER NO. : 937743

CUSTOMER NO: 4382632

CUSTOMER: Ms. Karen Robb
Associates Corporation Of
250 Carpenter Freeway

Irving, TX 75062

800001807238
-05/03/96--01078--012
*****70.00 *****70.00

FOREIGN FILINGS

NAME: FIRST INSURANCE AGENCY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
96 MAY -6 AM 9:49
TALLAHASSEE, FLORIDA
5-68
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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. First Insurance Agency, 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. Kentucky 3. 61-0602178
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 15, 1962 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. PO Box 660237
Dallas, Texas 75266-0237
(Current mailing address)

8. To act as an insurance agency.
(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: Corporation Service Company

Office Address: 1201 Ways Street

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.

Corporation Service Company
By: Amy Bass
(Registered agent's signature)
Amy Bass, Asst. Secretary

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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TALLAHASSEE, FLORIDA
32301

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. Karen L. Robb
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Karen L. Robb, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR: FIRST INSURANCE AGENCY (KENTUCKY)

12. Names and addresses of officers and/or directors:

DIRECTORS:

Name	Title	Residential Address
Timothy W. Bellows	Director	1008 Oxfordshire Drive, Carrollton, TX 75007
Roy A. Guthrie	Director	2412 Emerald Circle, Southlake, TX 76092
Michael C. Rosentraub	Director	2108 Reflection Bay Drive, Arlington, TX 76013

OFFICERS:

Name	Title	Residential Address
Timothy W. Bellows	President	1008 Oxfordshire Drive, Carrollton, TX 75007
John F. Hughes	Executive Vice President & Treasurer	250 Carpenter Freeway, Irving, TX 75062-2729
Charles E. Compton	Senior Vice President & Controller	250 Carpenter Freeway, Irving, TX 75062-2729
Phyllis A. Joest	Senior Vice President & Assistant Secretary	250 Carpenter Freeway, Irving, TX 75062-2729
Bonnie A. Ricci	Senior Vice President	250 W. Main St, Lexington, KY 40507-1722
Lyndal A. Chaffin	Vice President & Assistant Treasurer	250 Carpenter Freeway, Irving, TX 75062-2729
D. Michael Gatewood	Vice President & Assistant Treasurer	250 Carpenter Freeway, Irving, TX 75062-2729
Kent M. Williams	Vice President & Assistant Treasurer	250 Carpenter Freeway, Irving, TX 75062-2729
Raymond M. Barson	Vice President	250 Carpenter Freeway, Irving, TX 75062-2729
William L. Fehr	Vice President	250 Carpenter Freeway, Irving, TX 75062-2729
J. B. Flightmaster	Vice President	250 W. Main St, Lexington, KY 40507-1722
Timothy M. Hayes	Secretary	250 Carpenter Freeway, Irving, TX 75062-2729
Patrick J. Greene	Assistant Vice President & Assistant Secretary	250 Carpenter Freeway, Irving, TX 75062-2729
Paul A. Swan	Assistant Vice President & Assistant Secretary	c/o Ford Motor Company, World Headquarters, The American Road, Dearborn, MI 48121
David L. Brudi	Assistant Vice President & Assistant Controller	250 Carpenter Freeway, Irving, TX 75062-2729
John D. Hite	Assistant Secretary	250 Carpenter Freeway, Irving, TX 75062-2729
Frederic C. Liskow	Assistant Secretary	250 Carpenter Freeway, Irving, TX 75062-2729
Karen L. Robb	Assistant Secretary	250 Carpenter Freeway, Irving, TX 75062-2729
Norma B. Holley	Assistant Secretary	250 Carpenter Freeway, Irving, TX 75062-2729

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MAY - 6 AM 9:49
CLERK OF STATE
TREASURY OF STATE
ASSET FLORIDA

IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION
CERTIFICATE OF EXISTENCE

FILED
96 MAY -6 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby
certify that according to the records in the Office of the Secretary of State,
FIRST INSURANCE AGENCY, INC.

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky,
whose date of incorporation is FEBRUARY 15, 1962
and whose period of duration is PERPETUAL.

I further certify that all fees and penalties owed to the Secretary of State have been paid
to date; that Articles of Dissolution have not been filed; and that the most recent annual report
required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of
State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at
Frankfort, Kentucky, this 2ND day of MAY, 19 96.

A handwritten signature in cursive script, reading "John Y. Brown III".

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

LVB