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TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001887214
-07/09/96--01046--016
*****78.75 *****78.75
W96-14351

SUBJECT: Kibble & Prentice, Inc.
(Name of corporation - must include suffix)

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:

Suzanne Koxlien
(Name of Person)
Kibble & Prentice, Inc.
(Firm/Company)
600 Stewart St., Ste. 1000
(Address)
Seattle, WA 98101
(City, State and Zip Code)

96 JUL 22 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

Suzanne Koxlien
(Name of Person) at (206) 441 - 6300
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 9, 1996

SUZANNE KOXLIEM
KIBBLE & PRENTICE, INC.
600 STEWART ST #1000
SEATTLE, WA 98101

SUBJECT: KIBBLE & PRENTICE, INC.
Ref. Number: W96000014351

We have received your document for KIBBLE & PRENTICE, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$200.00.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 296A00033402



Kibble & Prentice

JULY 15, 1996

FLORIDA DEPARTMENT OF STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

ATTENTION: DOUG DICKINSON

REGARDING: REFERENCE NUMBER W96000014351

HELLO MR. DICKINSON,

I AM RESPONDING TO YOUR LETTER DATED JULY 9, 1996.

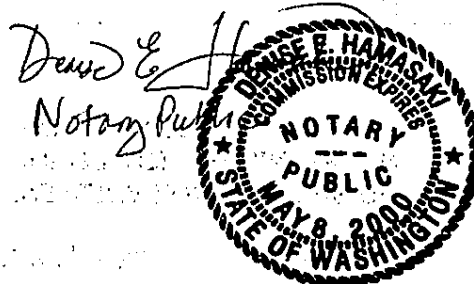
I HAVE MADE A MISTAKE ON THE ORIGINAL "APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA" QUESTION #6 WAS FILLED IN AS "12/94". IT SHOULD ACTUALLY BE "UPON QUALIFICATION".

WE HAVE NOT DONE ANY BUSINESS IN FLORIDA YET.

THANK YOU FOR YOUR HELP IN CORRECTING THIS ERROR. PLEASE CALL IF I NEED TO FURNISH YOU WITH ANY ADDITIONAL INFORMATION.

BEST REGARDS

EDWARD B. KIBBLE
CO-CHAIRMAN



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Kibble & Prentice, 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. Washington 3. 91 0885593
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/72 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 12/94
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1000 Stewart St., Ste. 1000
Seattle, WA 98101
(Current mailing address)
8. To receive commissions from individual selling insurance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent:

Name: CT CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation

, Florida , 33324

(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.

Please see attached

(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.

FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

C T CORPORATION SYSTEM having been designated to act as registered agent hereby agrees to act in this capacity for the following corporation:

Kibble & Prentice, Inc.

C T CORPORATION SYSTEM

Date: June 25, 1996


Jack C. Caskey, Asst. Vice President

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

A. DIRECTORS

Chairman: Edward B. Kibble

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

Co Vice Chairman: Arlen I. Prentice

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

Director: F. Craig Stuart

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

Director: Dale L. Cowles

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

B. OFFICERS

President: Edward B. Kibble

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

Co - Vice President: Arlen I. Prentice

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

Secretary: Dale L. Cowles

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

Treasurer: F. Craig Stuart

Address: 600 Stewart St., Ste. 1000
Seattle, WA 98101

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

13.

Edward B. Kibble

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Edward B. Kibble, Co-chairman

(Typed or printed name and capacity of person signing application)

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this certificate that according to the records on file in this office,

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

KIBBLE & PRENTICE, INC.

I FURTHER CERTIFY that the records on file in this office show that

above named profit corporation was formed under the laws of the

State of Washington and was issued a certificate of incorporation

in Washington on June 16, 1972.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution

have been filed, and that the corporation is duly authorized to

transact business in the corporate form in the State of Washington.



Date: June 11, 1996

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


RALPH MUNRO

Ralph Munro, Secretary of State

H. Kramer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA