

F96000004517

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

000001933220
-08/27/96--01125--003
*****78.75 *****78.75

SUBJECT: MERIT UNDERWRITERS, INC.
(Name of corporation)

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:

WAYNE DENT
(Name of Person)
MERIT UNDERWRITERS, INC.
(Firm/Company)
P.B. BOX 724318
(Address)
ATLANTA, GEORGIA 31139-1318
(City, State and Zip Code)

W96-18078

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

Wayne Dent at (770) 850-0600
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -4 AM 10:47
9/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1996

WAYNE DENT
MERIT UNDERWRITERS, INC.
PO BOX 724318
ATLANTA, GA 31139-1318

SUBJECT: MERIT UNDERWRITERS, INC.
Ref. Number: W96000018078

We have received your document for MERIT UNDERWRITERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 096A00040712

**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. MERTIN UNDERWRITERS, 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. GEORGIA 3. 58-2076548
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 22, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. Box 724318
Atlanta, Ga. 31139
(Current mailing address)
8. Broker programs to Independent Agents
(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: Mr. Donald Biesendorfer
Office Address: 829 Ocean Inlet Dr.
Boynton Beach, , Florida , 33426
(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.


(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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96 SEP -4 AM 10:15
Tallahassee, FL

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

A. DIRECTORS

Chairman: Wayne Dent
Address: 2110 Powers Ferry Rd. Suite 260
Atlanta, Ga. 30339

Vice Chairman: _____
Address: _____

Director: Robert Wood
Address: 2110 Powers Ferry Rd. Suite 260
Atlanta, Ga. 30339

Director: _____
Address: _____

B. OFFICERS

President: Wayne Dent
Address: 2110 Powers Ferry Rd. Suite 260
Atlanta Ga. 30339

Vice President: _____
Address: _____

Secretary: Robert Wood
Address: 2110 Powers Ferry Rd. Suite 260
Atlanta, Ga. 30339

Treasurer: _____
Address: _____

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

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

14. Wayne Dent President-CEO
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 962350504
CONTROL NUMBER : 9219002
DATE INC/AUTH/FILED: 09/22/1992
JURISDICTION : GEORGIA
PRINT DATE : 08/22/1996
FORM NUMBER : 0211

MERIT UNDERWRITERS, INC.
P. O. BOX 724318
ATLANTA, GA 31139

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -4 AM 10:47

CERTIFICATE OF EXISTENCE

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

MERIT UNDERWRITERS, INC.
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.



Lewis A. Massey

Lewis A. Massey
Secretary of State