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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SEP 12 1996 10:11:02 AM
DIVISION OF CORPORATIONS

SUBJECT: Town & Country Motorists Association, 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:

96 SEP 12 PM 3:15
DIVISION OF CORPORATIONS

Clyde William Galloway, Jr.
(Name of Person)
McConaughay, Roland, Maida & Cherr, P.A.
(Firm/Company)
Post Office Drawer 229
(Address)
Tallahassee, Florida 32302-0229
(City, State and Zip Code)

1/1
9/12

96 SEP 12 PM 4:12
DIVISION OF CORPORATIONS

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

Clyde William Galloway, Jr. at (904) 222 - 8121
(Name of Person) 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

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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. Town & Country Motorists Association, 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. Illinois 3. 36-3464554
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 20, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 330 South Wells Street, 16th Floor, Chicago, Illinois 60606 - Annual Report Address
1 Northeast 167th Street, North Miami Beach, Florida 33162 (305) 652-5416
(Current mailing address)
8. To engage in the business of operating an automobile club or association of any other
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
lawful purpose or purposes under the laws of Florida.
9. Name and street address of Florida registered agent:

Name: Clyde William Galloway, Jr.

Office Address: Post Office Drawer 229, 101 North Monroe Street, Suite 900
Tallahassee, Florida, 32302-0229
(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.

Clyde William Galloway, Jr.
(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: Martin Joseph

Address: 330 South Wells Street, 16th Floor
Chicago, Illinois 60606

Vice Chairman: _____

Address: _____

Director: Martin Joseph

Address: 330 South Wells Street, 16th Floor
Chicago, Illinois 60606

Director: _____

Address: _____

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

President: Martin Joseph

Address: 330 South Wells Street, 16th Floor
Chicago, Illinois 60606

Vice President: _____

Address: _____

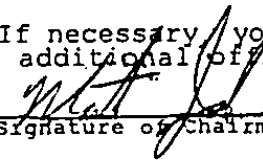
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Martin Joseph, Chairman
(Typed or printed name and capacity of person signing application)

RECEIVED
DIVISION OF CORPORATIONS
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File Number 5359-392-5



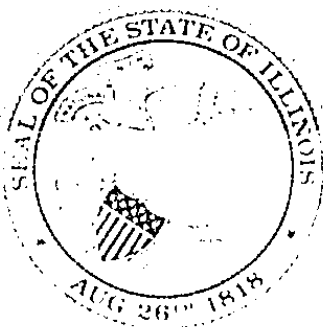
To all to whom these Presents Shall Come, Greeting:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 PM 4:22

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that TOWN & COUNTRY MOTORISTS ASSOCIATION, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 20, 1984, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I hereby set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 6TH
day of SEPTEMBER A.D. 19 96



George H. Ryan
SECRETARY OF STATE