F96000005219

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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

900001989159
-10/09/96--01046--011
*****70.00 *****70.00

CORPORATION(S) NAME

Travelers Group Diversified Distribution Services, Inc.

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(X) Profit
( ) NonProfit
( ) Limited Liability Co.
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
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( ) Fictitious Name Filing

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Travelers Group Diversified Distribution Services, 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. Delaware
(State or country under the law of which it is incorporated)

3. 06-1461680
(FEI number, if applicable)

4. June 20, 1996
(Date of incorporation)

5. Perpetual
(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 617.156, F.S.))

7. One Tower Square - Attn: G.Thompson, 3MS, Hartford, Connecticut 06183
(Current mailing address)

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8. Sale of investment and insurance programs to employers and to affinity groups for the benefit of their employees and members.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

EDWARD GWISDALLA
Assistant Vice President
(Type Name and Title of Officer)

(FL-2189 - 11/16/94)

Treasurer: ______________________________

Address: ______________________________

____

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

13. Ernest J. Wright
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ernest J. Wright, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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(FLA. 2189)

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:

A. DIRECTORS

Chairman: Peter Miller Dawkins

Address: 388 Greenwich Street

New York, New York 10013

Vice Chairman: ____________________

Address: ____________________

____

Director: Michael Alan Carpenter

Address: One Tower Square

Hartford, Connecticut 06183

Director: ____________________

Address: ____________________

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B. OFFICERS

President: See attached list of officers

Address: ____________________

____

Vice President: ____________________

Address: ____________________

____

Secretary: ____________________

Address: ____________________

____

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Officers of
Travelers Group Diversified Distribution Services, Inc.

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1. Peter Miller Dawkins, Chief Executive Officer and President
388 Greenwich Street
New York, New York 10013

2. Charles Wesley Carter, Jr., Vice President
440 North Point Parkway
Alpharetta, Georgia 30202

3. Janet Marie Colick, Vice President
388 Greenwich Street
New York, New York 10013

4. John Joseph Cuffe, Vice President
One Tower Square - 2 GSB
Hartford, Connecticut 06183

5. Steven Paul Fuld, Vice President
388 Greenwich Street
New York, New York 10013

6. Eric Bartholomew Latos, Vice President
388 Greenwich Street
New York, New York 10013

7. Bethann Clark Maas, Vice President
388 Greenwich Street
New York, New York 10013

8. Joseph Kevin Schimpf, Vice President
388 Greenwich Street
New York, New York 10013

9. Alan Ingber, Vice President
388 Greenwich Street
New York, New York 10013

10. Katherine McGurk Sullivan, Secretary and General Counsel
One Tower Square
Hartford, Connecticut 06183

11. Ernest James Wright, Assistant Secretary
One Tower Square
Hartford, Connecticut 06183

12. William David Wilcox, Assistant Secretary
One Tower Square

Hartford, Connecticut 06183

13. William Hedges White, Treasurer
One Tower Square
Hartford, Connecticut 06183

14. Charles Bruce Chamberlain, Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183

15. George Milton Quaggin, Jr., Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRAVELERS GROUP DIVERSIFIED DISTRIBUTION SERVICES, INC." 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 FOURTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 8133756

DATE: 10-04-96

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