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PREMIER LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 110365 4300097

AUTHORIZATION

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : October 4, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 110365

CUSTOMER NO: 4300097

500001970675

CUSTOMER: Lincoln M. Vidal, Legal Asst  
Baker & McKenzie  
805 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: UNDERWRITERS HOLDING COMPANY,  
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: Thelmon Washington

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 10 PM 2:20  
RECEIVED  
96 OCT 10 AM 11:31  
DIVISION OF CORPORATION

*10/10*

**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. Underwriters Holding Company, 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. \_\_\_\_\_  
(FBI number, if applicable)

4. July 29, 1992  
(Date of Incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 15310 Amberly Drive, Suite 190  
Tampa, FL 33647  
(Current mailing address)

8. Reinsurance and related business.  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105

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: [Signature]  
(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 OCT 10 PM 2:20

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: Please See Attached as Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Please See Attached as Exhibit A

Address: \_\_\_\_\_

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. Julian M. Griffiths President.  
(Typed or printed name and capacity of person signing application)

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Exhibit A

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

**A. DIRECTORS:**

Darrel J. Beaton  
15310 Amberly Drive  
Suite 190  
Tampa, FL 33647

Julian M. Griffiths  
Craig Appin House  
8 Wesley Street  
P.O. Box 658  
Hamilton HM CX, Bermuda

William A. Wanklyn  
Craig Appin House  
8 Wesley Street  
P.O. Box 658  
Hamilton HM CX, Bermuda

**B. OFFICERS:**

**President:**

Julian M. Griffiths  
Craig Appin House  
8 Wesley Street  
P.O. Box 658  
Hamilton HM CX, Bermuda

**Vice President:**

Darrel J. Beaton  
15310 Amberly Drive  
Suite 190  
Tampa, FL 33647

**Secretary & Treasurer:**

William A. Wanklyn  
Craig Appin House  
8 Wesley Street  
P.O. Box 658  
Hamilton HM CX, Bermuda

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State of Delaware

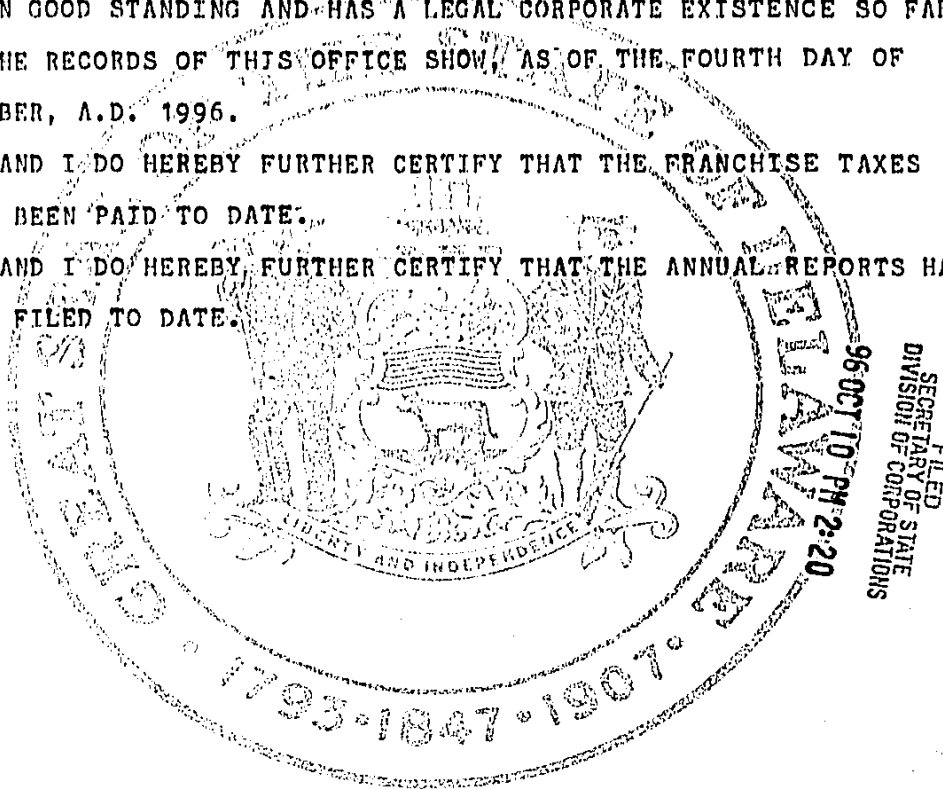
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**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNDERWRITERS HOLDING COMPANY, 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 BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2305145 8300

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AUTHENTICATION:

8134662

DATE:

10-04-96