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ACCOUNT NO. : 072100000032

REFERENCE : 117474 4328094

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : October 11, 1996

ORDER TIME : 10:33 AM

100001977581--5

ORDER NO. : 117474-020

CUSTOMER NO: 4328094

CUSTOMER: Ms. Jean Fowler
The Marmon Group, Inc.
225 West Washington St.

Chicago, IL 60606

FOREIGN FILINGS

NAME: SOURCE USA INSURANCE AGENCY,
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: Victoria L. Perez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 16 PM 12:05

RECEIVED
96 OCT 16 AM 11:29
DIVISION OF CORPORATIONS

**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. SOURCE USA INSURANCE AGENCY, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

(State or country under the law of which it is incorporated)

3. 07/02/96

(Date of Incorporation)

4. Perpetual

(Duration)

5. 36-4100918

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 555 WEST ADAMS STREET, CHICAGO, ILLINOIS 60661

(Current mailing address)

8. DIRECT CONSUMER MARKETING OF INDIVIDUAL INSURANCE PRODUCTS
OFFERED BY VARIOUS HIGHLY-RATED INSURANCE UNDERWRITING
COMPANIES.

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

SEE ATTACHED

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers:

SEE ATTACHED

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and directors.)

10. Name and Street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. 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.

The Prentice-Hall Corporation System, Inc.

Registered agent's signature: By: Patricia Cosentino Asst. Secy

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. R. C. GLUTH, VICE PRESIDENT

(Name and capacity of person signing application)

SOURCE USA INSURANCE AGENCY, INC.

Directors and Officers

ROBERT A. PRITZKER
Director
225 West Washington Street
Chicago, Illinois 60606

HARRY C. GAMBILL
Director
555 West Adams Street
Chicago, Illinois 60661

JAY P. FRANK
President
555 West Adams Street
Chicago, Illinois 60661

R. C. GLUTH
Vice President, Treasurer and Director
225 West Washington Street
Chicago, Illinois 60606

DAVID M. EMERY
Vice President and Controller
555 West Adams Street
Chicago, Illinois 60661

THOMAS W. VAN BOOVEN
Vice President
555 West Adams Street
Chicago, Illinois 60661

SUSAN BELL
Vice President
555 West Adams Street
Chicago, Illinois 60661

ROBERT W. WEBB
Secretary
225 West Washington Street
Chicago, Illinois 60606

OSCAR MARQUIS
Assistant Secretary and General Counsel
555 West Adams Street
Chicago, Illinois 60661

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File Number 5894-059-3



To all to whom these Presents Shall Come, Greeting

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DIVISION OF CORPORATIONS
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I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that SOURCE USA INSURANCE AGENCY, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 2,
1996, 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 hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 11TH
day of OCTOBER A.D., 19 96

George H. Ryan
SECRETARY OF STATE