

F96000005877

2 Oliver Street
Boston, MA 02109
Tel: 617 482 1006
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November 4, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

9600002000439--2
-11/08/96--01059--001
*****70.00 *****70.00

Re: Secure Affinity Agency, Inc.
Order #: 662099

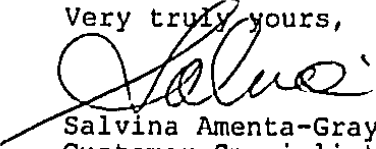
Gentlemen:

As requested by counsel, we enclose for filing qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034.

Very truly yours,


Salvina Amenta-Gray
Customer Specialist

SAG

Enclosure(s)

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DIVISION OF CORPORATIONS
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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. Secure Affinity Agency, 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. 62-1657094

(FEI number, if applicable)

4. September 24, 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, 19CP, Hartford, Connecticut 06183

(Current mailing address)

8. To act as an insurance agency.

(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 GWISWILER

Assistant Vice President

(Type Name and Title of Officer)

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CORPORATIONS
DIVISION
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Jeffrey L. Hayman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey L. Hayman, President
(Typed or printed name and capacity of person signing application)

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

**Officers of
Secure Affinity Agency, Inc.**

1. Jeffrey L. Hayman, President
One Tower Square
Hartford, Connecticut 06183
2. Phillip Kenyon, Vice President
2200 Sutherland Avenue - Suite B200
Knoxville, Tennessee 37919
3. Bruce Letizia, Vice President
One Tower Square
Hartford, Connecticut 06183
4. George A. Ryan, Vice President of Taxes
One Tower Square
Hartford, Connecticut 06183
5. Christine A. Carpenter, Assistant Secretary
One Tower Square
Hartford, Connecticut 06183
6. Paul H. Eddy, Secretary
One Tower Square
Hartford, Connecticut 06183
7. Lynn Fisher, Treasurer
One Tower Square
Hartford, Connecticut 06183
8. William H. White, Assistant Treasurer
One Tower Square

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)
Hartford, Connecticut 06183

9. Charles B. Chamberlain, Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183
10. George M. Quaggin, Jr., Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SECURE AFFINITY AGENCY, 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 FIRST DAY OF NOVEMBER, A.D. 1996.

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

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DIVISION OF CORPORATIONS
96 NOV 19 AM 11:49



Edward J. Freel
Edward J. Freel, Secretary of State

2666462 8300

960319134

AUTHENTICATION:

DATE:

8174544

11-01-96