

F96000006547

Duncanson & Holt Group

December 10, 1996

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/13/96--01030--013
****131.25 ****131.25

RE: Duncanson & Holt Administrative Services, Inc.
Application for authorization to transact business as a foreign corporation

Dear Sir/Madam:

On behalf of Duncanson & Holt Administrative Services, Inc., I am submitting a completed application for authorization to transact business in Florida. Also enclosed are:

- a completed transmittal letter.
- an original Certificate of Good Standing from our state of incorporation, Delaware.
- a check in the amount of \$131.25 payable to the Florida Department of State for the registration fee and a certified copy of our certificate of status.

Please contact me if any additional information is required.

Thank you.

Sincerely,



David Bavelas
Administrator
(860) 409-3310

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Duncanson & Holt Administrative Services, 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:

David Bavelas
(Name of Person)
Duncanson & Holt Group
(Firm/Company)
90 Avon Meadow Lane
(Address)
Avon, CT 06001
(City, State and Zip Code)

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

David Bavelas at (860) 409 - 3310
(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

**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. Duncanson & Holt Administrative 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. 06-1460792
(FEI number, if applicable)

4. June 26, 1996
(Date of incorporation)

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

6. March 1, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 90 Avon Meadow Lane
Avon, CT 06001
(Current mailing address)

8. Third Party Administrator to Insurance Company Clients
(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: Insurance Commissioner

Office Address: Capitol

Tallahassee, Florida, 32399-0300
(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.

Insurance Commissioner
(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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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: Gary Lee Corliss

Address: 90 Avon Meadow Lane

Avon, CT 06001

Vice Chairman: Barbara Ann Prescott

Address: 90 Avon Meadow Lane

Avon, CT 06001

Director: Frederick John Cronin

Address: One City Place

Portland, ME 04101

Director: _____

Address: _____

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

President: Gary Lee Corliss

Address: 90 Avon Meadow Lane

Avon, CT 06001

Vice President: N/A

Address: _____

Secretary: Barbara Ann Prescott

Address: 90 Avon Meadow Lane

Avon, CT 06001

Treasurer: N/A

Address: _____

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

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

14. Gary Corliss, President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUNCANSON & HOLT ADMINISTRATIVE 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 TWENTY-FOURTH DAY OF OCTOBER, A.D. 1996.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8160345

DATE: 10-24-96

Duncanson & Holt Administrative Services, Inc.

A Duncanson & Holt Group Company

¹⁴
July 7, 1997

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Ms. Carol Mustain
Corporate Specialist
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-07/21/97--01067--016
*****35.00 *****35.00

RE: Duncanson & Holt Administrative Services, Inc.
Change of Registered Agent

Dear Ms. Mustain:

Enclosed is a completed Statement of Change of Registered Office/Agent and a check for the filing fee of \$35.00.

Thank you.

Sincerely,



David Bavelas
LTC Administrator
(860) 409-3310

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Florida Department of State, Sandra B. Mertham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0302, 617.0302, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Duncanson & Holt Administrative Services, Inc.
2. The mailing address of the corporation is: 90 Avon Meadow Lane, Avon, CT 06001-3774
3. Date of incorporation/qualification: June 26, 1996 Document number: 2638483
4. The name and address of the current registered agent and office:

Insurance Commissioner

Florida Department of Insurance

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Barbara Prescott

(Signature of an officer, chairman or vice chairman of the board)

6/30/97
(Date)

Barbara Prescott, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Mervyn Wiener Asst VP
(Signature of Registered Agent)

7/3/97
(Date)

If signing on behalf of an entity:

Mervyn Wiener
(Typed or Printed Name)

Asst VP
(Capacity)