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REED SMITH SHAW & MCCLELLAN LLP

2500 One Liberty Place
1650 Market Street
Philadelphia, Pennsylvania 19103-7301
Phone: 215-851-8100
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December 8, 1997

VIA UPS OVERNIGHT MAIL

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002366780--1
-12/09/97--01054--005
*****70.00 *****70.00

Re: Application of Mellon Insurance Agency, Inc. for
Authorization to Transact Business in Florida

Dear Sir/Madam:

Please find the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, together with the required Good Standing Certificate, for Mellon Insurance Agency, Inc. to be filed with the Florida Division of Corporations. Payment of the filing fee in the amount of \$70.00 is also enclosed.

Kindly return evidence of filing to my attention at the above address.

Should you have any questions or require additional information, please contact me at the above telephone number.

Very truly yours,

W. Michael Fortson

W. Michael Fortson
Paralegal

Enclosures

cc: Ms. Virginia Alquist (w/encls.)
Jonathan L. Levin, Esquire (w/encls.)
Carolyn P. Reichenbach, Esquire (w/encls.)

FILED
97 DEC -9 PM 1:16
TALLAHASSEE, FLORIDA
REED SMITH SHAW & MCCLELLAN

2/12/9

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. Mellon Insurance 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. Pennsylvania 3. 25-1300868
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 9, 1976 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None as of yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. _____

345 East Eighth Avenue, Homestead, PA 15120

(Current mailing address)

8. To conduct the business of an insurance agent of, or broker for, all types of insurance.
(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: C T Corporation

Office Address: 1200 S. Pine Island Road

Plantation

, Florida, 33324

(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.

By: Domenic A. Borriello

(Registered agent's signature)

DOMENIC A. BORRIELLO
Assistant Vice President

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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: See attached officers/directors rider

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. Michael L. Malloy, President

(Typed or printed name and capacity of person signing application)

MELLON INSURANCE AGENCY, INC.

ATTACHMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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

- Michael L. Malloy President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
- Patrick J. Ballintine Vice President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
- Margaret Donahue Vice President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
- Brian E. Fletcher Vice President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
(Inactive)
- William E. Harms Vice President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
- Jean Koleski Vice President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
- David R. Leng Asst. Vice President/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
- John D. Ulrich Treasurer/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
(Inactive)
- Virginia E. Alquist Secretary/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
(Inactive)
- Barbara J. Whiteman Asst. Secretary/Director
345 East Eighth Avenue
Homestead, PA 15120-1585
(Inactive)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 21, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

MELLON INSURANCE AGENCY, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

CFEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA