

F 97000006635
CSC THE UNITED STATES CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 634889 4349059

AUTHORIZATION : Patricia Fights

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 634889-020

800002372898--5

CUSTOMER NO: 4349059

CUSTOMER: Ms. Heidi Gibson
Textron Financial Corporation
40 Westminster Street
11th Floor
Providence, RI 02903

FOREIGN FILINGS

NAME: TBS PREMIUM FINANCE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 10:27
12/16

RECEIVED
97 DEC 16 AM 10:04
DIVISION OF CORPORATIONS

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:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. TBS Premium Finance Corporation
(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 3. 06-1491989
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/29/97 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. 40 Westminster Street, P.O. Box 6687
Providence, Rhode Island 02940-6687
(Current mailing address)
8. To engage in the business as an insurance premium finance company and any lawful act or activity incidental thereto.
(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
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.

By: [Signature] Timothy J. O'Brien
(Registered agent's signature) Attest. V.P.

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: _____

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. Donna M. McGowan

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

14. Donna M. McGowan, President

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

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TBS Premium Finance Corporation

Officers

<u>Names</u>	<u>Title</u>	<u>Business Address</u>
Donna M. McGowan	President	40 Westminster Street Providence, RI 02903
Angelo M. Butera	Vice President	40 Westminster Street Providence, RI 02903
Christopher J. Bouley	Assistant Vice President	40 Westminster Street Providence, RI 02903
Linda S. Merican	Secretary	40 Westminster Street Providence, RI 02903
Tanja N. Martin	Assistant Secretary	40 Westminster Street Providence, RI 02903
Heidi Gibson	Assistant Secretary	40 Westminster Street Providence, RI 02903

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TBS Premium Finance Corporation

Directors

Names

Stephen A. Giliotti

Dan R. McCullough

Elizabeth C. Perkins

Business Address

40 Westminster Street
Providence, RI 02903

40 Westminster Street
Providence, RI 02903

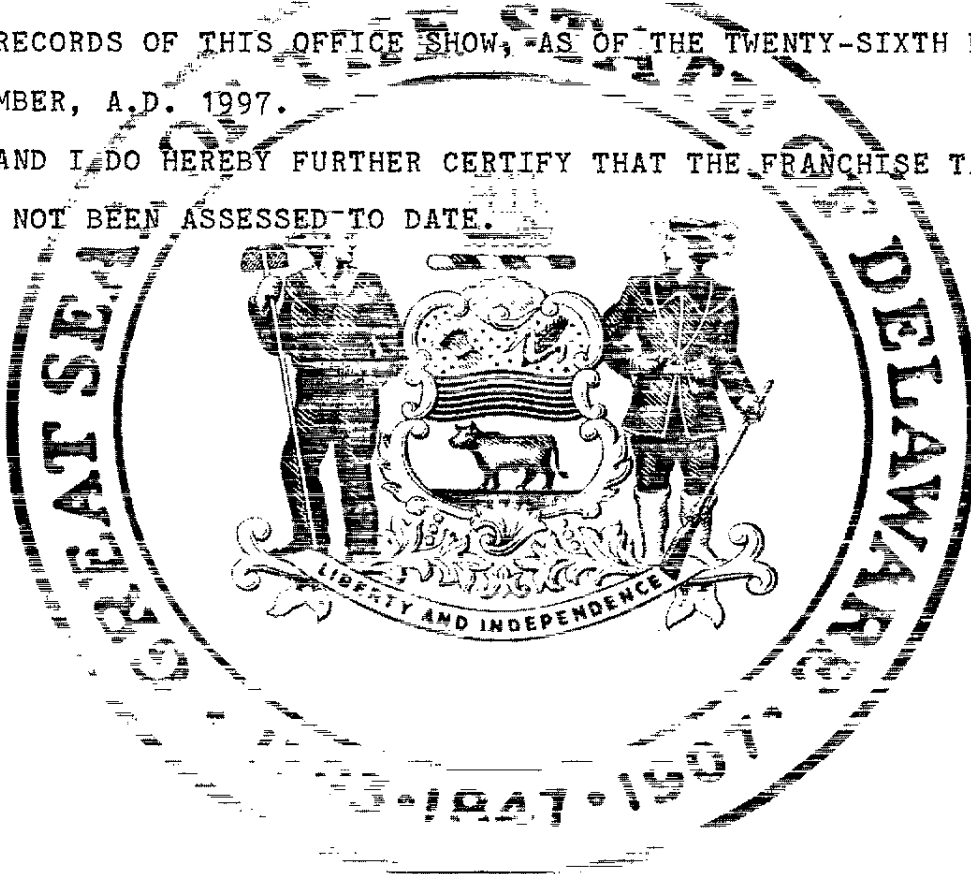
40 Westminster Street
Providence, RI 02903

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97 DEC 16 AM 10:27

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TBS PREMIUM FINANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY NOVEMBER, A.D. 1997.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 26 AM 10:27



Edward J. Freel

Edward J. Freel, Secretary of State

2779757 8300

AUTHENTICATION: 8779670

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DATE: 11-26-97