



THE UNITED STATES
CORPORATION
COMPANY

E97000006692

ACCOUNT NO. : 072100000032

REFERENCE : 632344 4319877

AUTHORIZATION : *Patricia Puyet*

COST LIMIT : \$ 70.00

ORDER DATE : December 11, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 632344-005

CUSTOMER NO: 4319877

CUSTOMER: Pattie J. Robinson, Legal Asst
Sedgwick, Inc.
1000 Ridgeway Loop Road

Memphis, TN 38120

300002374553--9

W97-28136

FOREIGN FILINGS

NAME: SEDGWICK OF COLORADO, 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: Jeanine Glisar

hl
12/18
97 DEC 17 AM 9:16
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 17, 1997

CSC
ATTN: JEANINE GLISAR

SUBJECT: SEDGWICK OF COLORADO, INC.
Ref. Number: W97000028136

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 197A00059309

RESUBMIT
submit on date as filed
original date as filed

97 DEC 18 AM 9:12

RECEIVED

**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. Sedgwick of Colorado, 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. Colorado

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

3. 84-0802414

(FEI number, if applicable)

4. July 11, 1979

(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 817.155, F.S.))

7. _____

c/o Sedgwick, Inc., 1000 Ridgeway Loop Road, Memphis, TN 38120

(Current mailing address)

8. the business of insurance brokerage and general corporate powers

(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.

Corporation Service Company

By: _____

(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.

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: Quill O. Healey

Address: 3333 Peachtree Road, NE
Atlanta, GA 30326

Vice Chairman:

Address:

Director: Ronald J. Kutella

Address: 1000 Ridgeway Loop Road
Memphis, TN 38120

Director: James B. Wiertelak

Address: 1000 Ridgeway Loop Road
Memphis, TN 38120

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 AM 9:16

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

President: Quill O. Healey

Address: 3333 Peachtree Road, NE
Atlanta, GA 30326

Vice President: John E. O'Day

Address: 1000 Ridgeway Loop Road
Memphis, TN 38120

Secretary: Assistant Secretary: Pattie J. Robinson

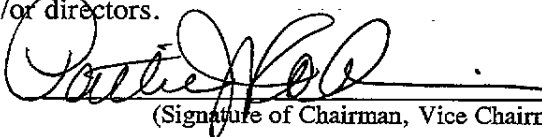
Address: 1000 Ridgeway Loop Road
Memphis, TN 38120

Treasurer: John E. O'Day

Address: 1000 Ridgeway Loop Road
Memphis, TN 38120

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. Pattie J. Robinson, Assistant Secretary

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



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 AM 9:10

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

SEDGWICK OF COLORADO, INC.
(COLORADO CORPORATION)

FILE # 19871377485 WAS FILED IN THIS OFFICE ON July 11, 1979
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: December 09, 1997

Victoria Buckley

SECRETARY OF STATE