

F97000006837



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 647428 4329104

AUTHORIZATION

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 647428-010

100002381821--3

CUSTOMER NO: 4329104

CUSTOMER: George Rosic, Esq
Mmi Companies, Inc.
Sixth Floor
540 Lake Cook Road
Deerfield, IL 600155290

FOREIGN FILINGS

NAME: PROFESSIONAL RISK MANAGEMENT,
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

RECEIVED
97 DEC 24 AM 10:49
DIVISION OF CORPORATION

FILED
97 DEC 24 AM 11:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
12/24

**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. Professional Risk Management, 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 3. 94-3256962
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 30., 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. To be determined
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 540 Lake Cook Road
Deerfield, Illinois 60015
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(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: Robert J. Wheeler
Office Address: 300 Fifth Avenue South - Suite 302
Naples, Florida, 34102
(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]

(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:

A. DIRECTORS

Chairman: Anna M. Hajek
Address: 540 Lake Cook Road
Deerfield, IL 60015
Vice Chairman: B. Frederick Becker
Address: 540 Lake Cook Road
Deerfield, IL 60015
Director: Gisbert E. von Bolschwing
Address: 493 Bridgeway
Sausalito, CA 94965
Director: Paul M. Orzech
Address: 540 Lake Cook Road
Deerfield, IL 60015

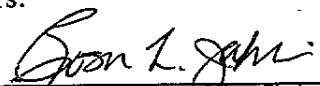
B. OFFICERS

President: Gisbert E. von Bolschwing
Address: 493 Bridgeway
Sausalito, CA 94965
Vice President: Roger Jaklin
Address: 540 Lake Cook Road
Deerfield, IL 60015
Secretary: Wayne A. Sinclair
Address: 540 Lake Cook Road
Deerfield, IL 60015
Treasurer: _____
Address: _____

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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. Roger Jaklin, Vice President
(Typed or printed name and capacity of person signing application)

Attachment

PROFESSIONAL RISK MANAGEMENT, INC.

Additional Officers

Gregory Lough 911 Studebaker Road, Suite 250 Long Beach, CA 90815	Senior Vice President
M. Taylor Smith 540 Lake Cook Road Deerfield, IL 60015	Senior Vice President
Jean Johnson 1733 Woodside Road, Suite 325 Redwood City, CA 94061	Vice President
Joseph R. Herman 540 Lake Cook Road Deerfield, IL 60015	Controller
George S. Rosic 540 Lake Cook Road Deerfield, IL 60015	Assistant Secretary
Michelle Sanscrainte 540 Lake Cook Road Deerfield, IL 60015	Assistant Secretary

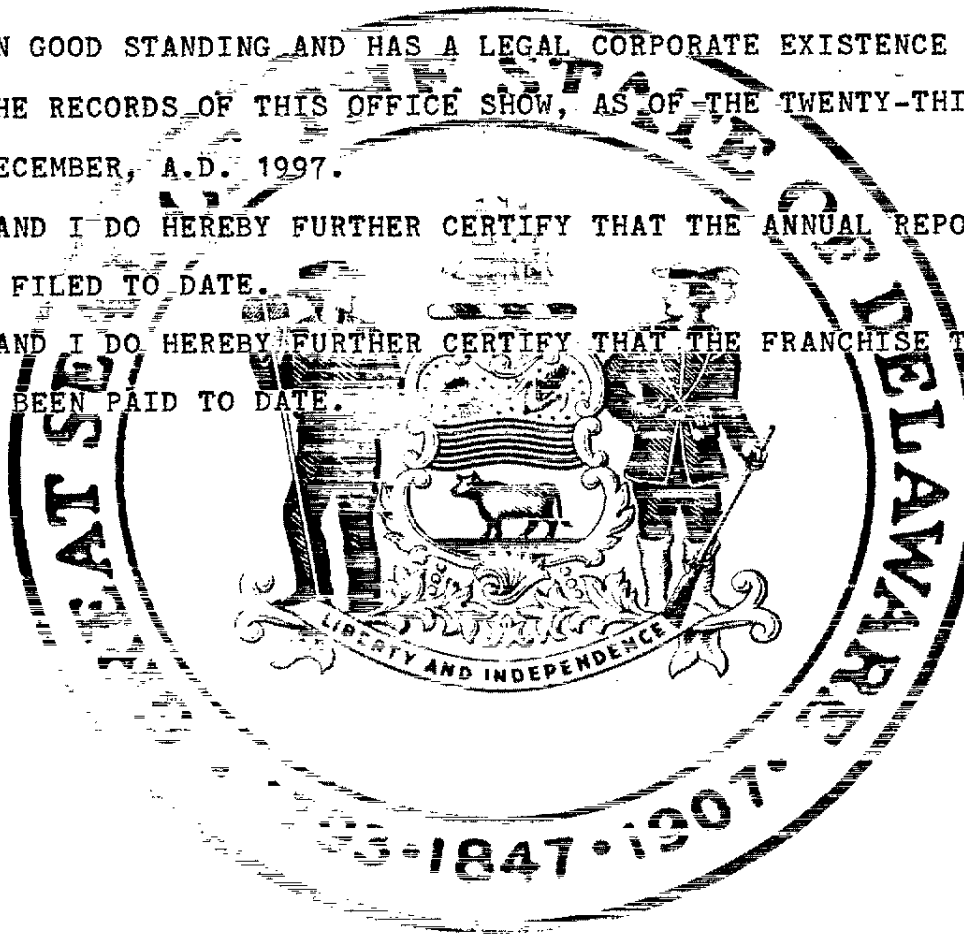
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONAL RISK MANAGEMENT, 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-THIRD DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8833478

DATE: 12-23-97