

F980000000615

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bombardier Capital Insurance Agency 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:

Lori Covell

(Name of Person)

Bombardier Capital Insurance Agency Inc., c/o Bombardier Capital Inc.
(Firm/Company)

12735 Gran Bay Parkway, West
(Address)

Jacksonville, FL 32258
(City/State/Zip)

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

Elizabeth Mullikin Drake at (802) 654-8369
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Bombardier Capital 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. Delaware 3. 59-3470211
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/3/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. not yet transacting business
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1600 Mountain View Drive
Colchester, VT 05446
(Current mailing address)

8. Insurance Agency
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

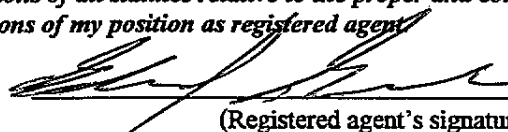
Name: CT Corporation System
Registered Office

Office Address: 1200 South 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.

 **EDWARD GWISOALLA**
Assistant Vice President
(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: see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: see attachment

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

14. Elizabeth Mullikin Drake
Assistant Secretary
(Typed or printed name and capacity of person signing application)

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**BOMBARDIER CAPITAL INSURANCE AGENCY INC.
OFFICERS AND DIRECTORS**

Name	Title	Work Address
Roy, Pierre-André	President & Director	Bombardier Capital Inc. 1600 Mountain View Drive Colchester, VT 05446
Brady, William P.	Vice President	Bombardier Capital Inc. 12735 Gran Bay Parkway West Jacksonville, FL 32258
Bialon, Daniel J.	Vice President	Bombardier Capital Inc. 12735 Gran Bay Parkway West Jacksonville, FL 32258
Bochette, M. Donald	Vice President	Bombardier Capital Inc. 12735 Gran Bay Parkway West Jacksonville, FL 32258
Crowe, R. William	Vice President, Secretary, and Director	Bombardier Capital Inc. 1600 Mountain View Drive Colchester, VT 05446
Filthaut, Blaine H.	Vice President & Treasurer, and Director	Bombardier Capital Inc. 1600 Mountain View Drive Colchester, VT 05446
Peace, Ronald	Vice President	Bombardier Capital Inc. 12735 Gran Bay Parkway West Jacksonville, FL 32258
Villeneuve, Louis	Vice President and Director	Bombardier Capital Inc. 1600 Mountain View Drive Colchester, VT 05446
Mullikin Drake, Elizabeth	Assistant Secretary	Bombardier Capital Inc. 1600 Mountain View Drive Colchester, VT 05446
O'Neill, Jean C.	Assistant Secretary	Bombardier Capital Inc. 1600 Mountain View Drive Colchester, VT 05446

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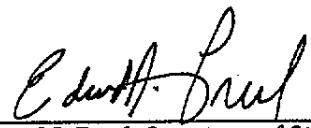
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOMBARDIER CAPITAL INSURANCE AGENCY 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-SIXTH DAY OF JANUARY, A.D. 1998.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8884203

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DATE: 01-26-98