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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002444073--4

SUBJECT: Risk Services-South, Inc.
(Name of corporation - must include suffix)

-03/02/98--01078--001
*****70.00 *****70.00

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:

Jon Harkavy

(Name of Person)

Risk Services-South, Inc.

(Firm/Company)

1501 Wilson Blvd., Suite 1110

(Address)

Arlington, VA 22209

(City/State/Zip)

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

Jon Harkavy

(Name of Person)

at (703) 812-8425

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**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. Risk Services-South, 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. Alabama 3. 03-0355367
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 7, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Projected to be March 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1800 Second Street, Suite 909
Sarasota, FL 34236
(Current mailing address)

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To conduct all lawful business within and outside the State of Alabama including engaging as an agent, managing general agent and/or broker, in all classes of
8. insurance now or hereafter permitted by statute in any state(s) where the
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
Corporation does business.

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

Name: Randolph J. Wolfe, Esquire

Office Address: Annis, Mitchell, Cockey, Edwards & Roehn, P.A.

201 N. Franklin St., #2200, Tampa, Florida, 33602

(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.

Randolph J. Wolfe

(Registered agent's signature) Randolph J. Wolfe, Reg. Agent

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)

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: G. Wayne Harris

Address: 7251 Plover's Way, Sarasota, FL 34242

Vice Chairman: _____

Address: _____

Director: Michael T. Rogers

Address: 6 Main Street, Brookfield, VT 05063

Director: Jon Harkavy

Address: 8100 Hamilton Spring Rd., Bethesda, MD 20817

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

President: Jon Harkavy

Address: 8100 Hamilton Spring Rd., Bethesda, MD 20817

Vice President: Michael T. Rogers
(and Treasurer)

Address: 6 Main Street, Brookfield, VT 05063

Secretary: Pamela Roy

Address: 5 Point Ridge Road, Barre, VT 05641

Asst. Secretary: Heather Ross

~~Treasurer~~
~~XXXXXX~~

Address: 5115 Lawton Dr., Bethesda, MD 20816

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jon Harkavy

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

14. Jon Harkavy, President

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

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Risk Services-South, Inc. incorporated in Montgomery County, Montgomery, Alabama on November 7, 1997. I further certify that the records do not disclose that said Risk Services-South, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 27, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State