

F98000001387

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Lyndon American, 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:

Laura Lanier, Paralegal
(Name of Person)
Lyndon Insurance Group
(Firm/Company)
645 Maryville Centre Dr., Suite 200
(Address)
St. Louis, MO 63141-5815
(City/State/Zip)

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

Laura Lanier at (314) 275-5262
(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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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. Lyndon American, 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. Missouri
(State or country under the law of which it is incorporated)

3. 43-1807719
(FEI number, if applicable)

4. January 14, 1998
(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 817.156, F.S.))

7. 1155 North Milwaukee Avenue, Riverwoods, Illinois 60015

(Current mailing address)

8. Engage in the business of marketing insurance and extended service contracts.
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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ACCEPTANCE OF APPOINTMENT

RE: LYNDON AMERICAN, INC.

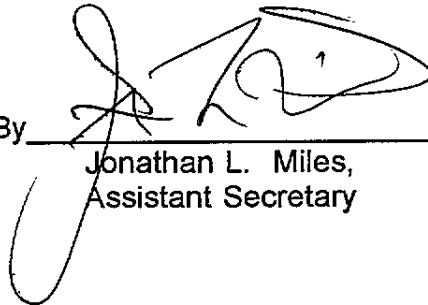
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts obligations of, Section 607.0505, Florida Statutes.

Dated: February 26, 1998

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C T CORPORATION SYSTEM

By



Jonathan L. Miles,
Assistant Secretary

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: Roland George Anderson

Address: 645 Maryville Centre Drive

St. Louis, Missouri 63141

Vice Chairman: See Attached List

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached list of officers

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

14. Richard C. Hackett, Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Foreign Corp. for Authorization to Transact Business in
Florida

**Directors of
LYNDON AMERICAN, INC.**

1. Roland G. Anderson
Chairman of the Board
645 Maryville Centre Drive
St. Louis, Missouri 63141
2. Gregg O. Cariolano
645 Maryville Centre Drive
St. Louis, Missouri 63141
3. Byron A. Crawford
645 Maryville Centre Drive
St. Louis, Missouri 63141
4. Richard C. Hackett
645 Maryville Centre Drive
St. Louis, Missouri 63141
5. E. Perry Kupferman
645 Maryville Centre Drive
St. Louis, Missouri 63141
6. Joseph R. McCaw
645 Maryville Centre Drive
St. Louis, Missouri 63141
7. Lloyd E. Gearhart
1155 North Milwaukee Avenue
Riverwoods, IL 60015
8. Jeffrey A. Brown
1155 North Milwaukee Avenue
Riverwoods, IL 60015
9. Michael J. Edwards
1155 North Milwaukee Avenue
Riverwoods, IL 60015

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Lyndon American, Inc.**

1. Gregg Olav Cariolano, Sr. Vice President and Treasurer
645 Maryville Centre Drive
St. Louis, Missouri 63141
2. Byron Alonzo Crawford, Sr. Vice President, Asst. Secretary Asst.
Treas
645 Maryville Centre Drive
St. Louis, Missouri 63141
3. Richard Charles Hackett, Sr. Vice President, General Counsel &
Secretary
645 Maryville Centre Drive
St. Louis, Missouri 63141
4. Lloyd Edmund Gearhart, President & CEO
1155 North Milwaukee Avenue
Riverwoods, Illinois 60015
5. Jeffrey Allen Brown, Sr. Vice President
1155 North Milwaukee Avenue
Riverwoods, Illinois 60015
6. Michael Joel Edwards, Sr. Vice President
1155 North Milwaukee Avenue
Riverwoods, Illinois 60015

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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DIVISION OF CORPORATIONS

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
LYNDON AMERICAN, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 14TH DAY OF JANUARY, 1998, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 24TH DAY OF FEBRUARY, 1998.

Rebecca McDowell Cook
Secretary of State

