

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: State Farm VP Management Corp.

(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:

David Moore

(Name of Person)

State Farm Insurance Companies

(Firm/Company)

One State Farm Plaza, E-8

(Address)

Bloomington, Illinois 61710-0001

(City/State/Zip)

100002457371--8
-03/13/98--01123--010
*****70.00 *****70.00

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

David Moore

(Name of Person)

at (309) 766-1908

(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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 9:27
3/16

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. State Farm VP Management Corp.
(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
(State or country under the law of which it is incorporated)
3. 36-4122967
(FEI number, if applicable)
4. November 27, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. One State Farm Plaza
Bloomington, Illinois 61710-0001
(Current mailing address)
Sell and distribute, through State Farm agents, variable insurance products issued by State Farm Life Insurance Company.
8. _____
(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.

Dolores Butler asst Sect
(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.

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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 attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. David R. Grimes, Assistant Vice President-Secretary
(Typed or printed name and capacity of person signing application)

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State Farm VP Management Corp.

Directors

<u>Name</u>	<u>Business Address</u>
Edward B. Rust, Jr.	One State Farm Plaza Bloomington, Illinois 61710
Roger S. Joslin	One State Farm Plaza Bloomington, Illinois 61710
Kurt G. Moser	One State Farm Plaza Bloomington, Illinois 61710
Roger B. Tompkins	One State Farm Plaza Bloomington, Illinois 61710
Charles R. Wright	One State Farm Plaza Bloomington, Illinois 61710

Officers

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Edward B. Rust, Jr.	President	One State Farm Plaza Bloomington, Illinois 61710
Roger S. Joslin	Vice President- Treasurer	One State Farm Plaza Bloomington, Illinois 61710
Roger B. Tompkins	Vice President- Administration	One State Farm Plaza Bloomington, Illinois 61710
Charles R. Wright	Vice President- Sales	One State Farm Plaza Bloomington, Illinois 61710
Max E. McPeck	Assistant Vice President- Compliance	One State Farm Plaza Bloomington, Illinois 61710
Ralph O. Bolt	Assistant Vice President- Sales	One State Farm Plaza Bloomington, Illinois 61710
David R. Grimes	Assistant Vice President- Secretary	One State Farm Plaza Bloomington, Illinois 61710
Terry L. Huff	Assistant Vice President- Administration	One State Farm Plaza Bloomington, Illinois 61710
Patricia L. Dysart	Assistant Secretary- Counsel	One State Farm Plaza Bloomington, Illinois 61710

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STATE FARM VP MANAGEMENT CORP." 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-NINTH DAY OF JANUARY, A.D. 1998.

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8891053

DATE: 01-29-98