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CORPORATION(S) NAME

Phico Capital Markets, Inc.
W4/2

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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. PHICO Capital Markets, 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. Pennsylvania (State or country under the law of which it is incorporated) 3. 23-2938220 (FEI number, if applicable)

4. January 1, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

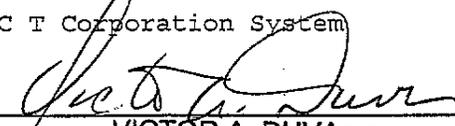
6. Upon Qualification
 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P.O. Box 85, Mechanicsburg, Pennsylvania 17055-0085
1 Phico Dr.
 (Current mailing address)

8. Insurance marketing, including agency and brokerage services and related business activities.
 (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) **VICTOR A. DIVA**
 Assistant Vice President

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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: Barry Persofsky

Address: P.O. Box 85 1 Phico Dr.
Mechanicsburg, Pennsylvania 17055-0085

Vice Chairman: _____

Address: _____

Director: Joseph Palumbo

Address: P.O. Box 85 1 Phico Dr.
Mechanicsburg, Pennsylvania 17055-0085

Director: Victoria Ann Reider, Esquire

Address: P.O. Box 85 1 Phico Dr.
Mechanicsburg, Pennsylvania 17055-0085

B. OFFICERS

President: Joseph Palumbo

Address: P.O. Box 85 1 Phico Dr.
Mechanicsburg, Pennsylvania 17055-0085

Vice President: James Newell Voltz

Address: P.O. Box 85 1 Phico Dr.
Mechanicsburg, Pennsylvania 17055-0085

Secretary: Ellen Louise Myers

Address: P.O. Box 85 1 Phico Dr.
Mechanicsburg, Pennsylvania 17055-0085

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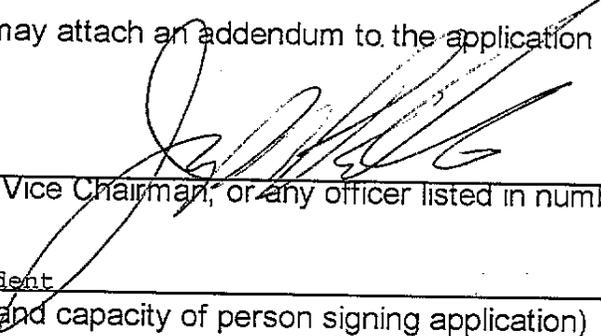
Treasurer: Sheryl Marie Simmons, CPA, CPCU

Address: P.O. Box 85 1 Phico Dr.

Mechanicsburg, Pennsylvania 17055-0085

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. Joseph Palumbo, President

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

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 02, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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I DO HEREBY CERTIFY THAT,

PHICO CAPITAL MARKETS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Gwette L...
Secretary of the Commonwealth

SSCH