

F 98000003934

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

800002499979--0

-04/24/98-01036-023

*****70.00 *****70.00

CORPORATION(S) NAME

w98-4248

Provident Companies, Inc

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1998

CT CORPORATION SYSTEM

SUBJECT: PROVIDENT COMPANIES, INC.
Ref. Number: W98000009248

We have received your document for PROVIDENT COMPANIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

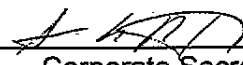
Letter Number: 398A00022427

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PROVIDENT COMPANIES

CERTIFICATION

I, Susan N. Roth, Corporate Secretary of Provident Companies, Inc., hereby certify that the attached is a true and correct copy of resolutions adopted by the Board of Directors at a meeting held on February 11, 1998.

(SEAL)



Corporate Secretary

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DIVISION OF CORPORATIONS
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June 30, 1998

RESOLUTION OF
THE BOARD OF DIRECTORS
OF
PROVIDENT COMPANIES, INC.

February 11, 1998

RESOLVED, that Provident Companies, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby adopts the name Provident Companies, Inc. (Delaware) for use in the State of Florida.

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Adopted and attached to and made a part of the minutes
of the Board of Directors meeting held February 11, 1998.

Secretary

**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. Provident Companies, 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
(State or country under the law of which it is incorporated)

3. 62-1598430
(FEI number, if applicable)

4. March 22, 1995
(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. 1 Fountain Square, Chattanooga, Tennessee 37402

(Current mailing address)

8. holding company
(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)

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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

Mary R. Adams
(Registered agent's signature) (Officer)

MARY ADAMS, Assistant Secretary
(Type Name and Title of Officer)

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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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CIVIL DIVISION
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Treasurer: _____

Address: _____

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

13. *Susan N. Roth*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Susan N. Roth, Vice President, Secretary and Counsel

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

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DIVISION OF CORPORATIONS
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**ATTACHMENT
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
FOR
PROVIDENT COMPANIES, INC.**

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Harold Chandler
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice Chairman: Thomas R. Watjen
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Director: William L. Armstrong
Address: 1625 Broadway, Suite 780
Denver, Colorado 80202

Director: William H. Bolinder
Address: Zurich Insurance Company
1400 American Lane
Schaumburg, Illinois 60196

Director: Steven M. Gluckstern
Address: Zurich Reinsurance Centre
1 Chase Manhattan Plaza, 44th Floor
New York, New York 10005

Director: Charlotte M. Heffner
Address: 3655 Randall Hall, N.W.
Atlanta, Georgia 30327

Director: Hugh B. Jacks
Address: 101 Carnoustie
Shoal Creek, Alabama 35242

Director: William B. Johnson
Address: W. B. Johnson Properties, Inc.
3424 Peachtree Road, N.E., Suite 2075
Atlanta, Georgia 30326

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Director: Hugh O. Maclellan, Jr.
Address: The Maclellan Foundation
1 Fountain Square
Chattanooga, Tennessee 37402

Director: A. S. "Pat" MacMillan
Address: Team Resources
River Edge One, Suite 425
5500 Interstate North Pkwy., N.W.
Atlanta, Georgia 30328-4604

Director: C. William Pollard
Address: The ServiceMaster Company
One ServiceMaster Way
Downers Grove, Illinois 60515

Director: Scott L. Probasco, Jr.
Address: SunTrust Bank, Chattanooga, N.A.
736 Market Street, 16th Floor
Chattanooga, Tennessee 37402

Director: Steven S. Reinemund
Address: Frito-Lay, Inc.
7701 Legacy Drive
Plano, Texas 75024

Director: Burton E. Sorensen
Address: Sand Springs Road
Morristown, New Jersey 07960

B. OFFICERS

President: J. Harold Chandler
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

C.F.O.: Thomas R. Watjen
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Robert O. Best
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

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98 JUL 10 PM 1:54

Vice President: F. Dean Copeland
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Thomas B. Heys, Jr.
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Peter C. Madeja
Address: 440 East Swedesford Road, Suite 3050
Wayne, Pennsylvania 19087

Vice President: Jeffrey F. Olingy
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Donald E. Boggs
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Gerry M. Gates
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Robert C. Greving
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Barry E. Lundquist
Address: 18 Chestnut Street
Worcester, Massachusetts 01608

Vice President: Ralph W. Mohney
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Vice President: Ralph A. Rogers, Jr.
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

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Vice President: Vicki W. Corbett
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Secretary: Susan N. Roth
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

Treasurer: Ralph A. Rogers, Jr.
Address: c/o Provident Companies, Inc.
1 Fountain Square
Chattanooga, Tennessee 37402

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DIVISION OF REGISTRATIONS
98 JUL 10 PM 1:54

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROVIDENT COMPANIES, 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 FOURTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9025151

DATE:

04-14-98