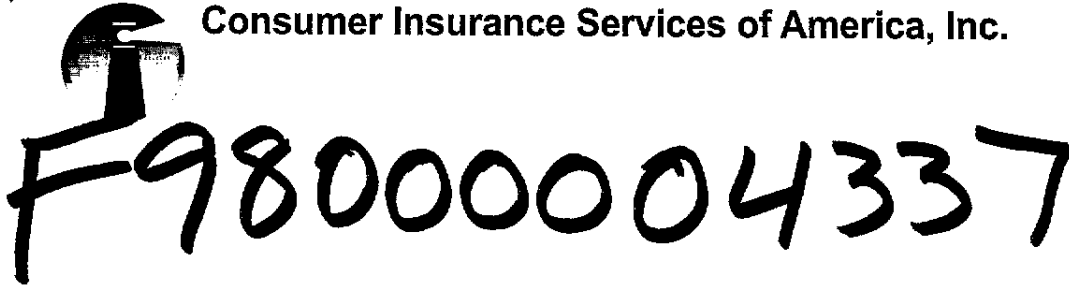


Consumer Insurance Services of America, Inc.


F98000004337

To: Florida Secretary of State
Qualification/Tax Lien Section
Division of Corporations

From: Michelle A. Yee

Date: July 22, 1998

RE: Application for Certificate of Authority

400002601924--6
-07/29/98--01079--008
*****70.00 *****70.00

Enclosed is an original copy of a Florida Foreign Corporation Qualification Application for **Adjustnet, Inc.**, a Massachusetts corporation.

Also enclosed is a check in the total amount of \$70.00 representing the registration fee and a Certificate of Existence from the Commonwealth of Massachusetts.

If there are any questions or concerns, please contact Michelle A. Yee, toll free, at (888) 772-2472, ext. 1623.

Thank you,



Michelle A. Yee
Legal Intern
CISA, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 29 AM 9:21
12 7/30

**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. Adjustnet, 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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04-3424185
(FEI number, if applicable)
4. April 16, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Yet to transact business in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 100 Cummings Center
Beverly, MA 01915
(Current mailing address)
8. Please see attached
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

**SALVINA AMENTA-GRAY
SPECIAL ASSISTANT SECRETARY**

Salvina Amenta-Gray
(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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DIVISION OF CORPORATIONS
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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: Brian K. McCarthy

Address: 100 Cummings Center, Suite 206G
Beverly, MA 01915

Vice Chairman: _____

Address: _____

Director: Paul R. Nestor, Jr.

Address: 100 Cummings Center, Suite 206C
Beverly, MA 01915

Director: Stuart A. Robbin

Address: 100 Cummings Center, Suite 206G
Beverly, MA 01915

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

President: Paul R. Nestor, Jr.

Address: 100 Cummings Center, Suite 206C
Beverly, MA 01915

Vice President: _____

Address: _____

Secretary: Paul R. Nestor, Jr.

Address: 100 Cummings Center, Suite 206C
Beverly, MA 01915

Treasurer: Stuart A. Robbin

Address: 100 Cummings Center, Suite 206G
Beverly, MA 01915

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

13. Paul R. Nestor Jr
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul R. Nestor, Jr. - President / Secretary / Director
(Typed or printed name and capacity of person signing application)

**FLORIDA APPLICATION FOR QUALIFICATION
ADJUSTNET, INC.**

EIGHTH: Purpose proposed to be pursued in transacting business in this state (contd)

To manage, process and expedite claim handling in the insurance industry. To utilize technological advances, a preferred provider network of claims adjusters and service personnel in carrying out the purpose of the corporation.

To carry on any manufacturing, selling, management, service or other business, operation or activity which may be lawfully carried on by a corporation under the Business Corporation Law of the Commonwealth of Massachusetts whether or not related to those purposes referred to in the foregoing paragraph.



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

June 24, 1998

To Whom It May Concern :

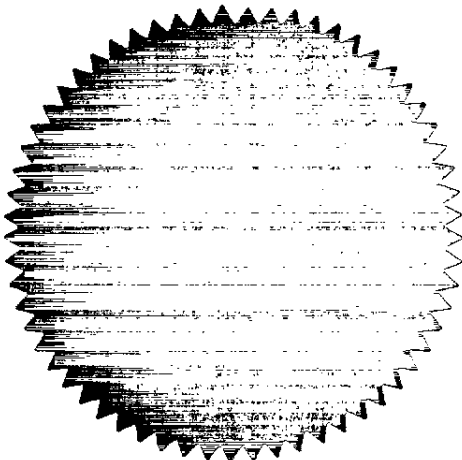
I hereby certify that,

Adjustnet, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **April 16, 1998**.

I also certify that so far as appears of record here, said corporation still has legal existence.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.