

F98000004472

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Consumer Insurance Services of America, Inc.
(Name of corporation - must include suffix)

700002609037--6
-08/06/98--01032--005
*****70.00 *****70.00

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:

Michelle A. Yee

(Name of Person)

Consumer Insurance Services of America, Inc.
(Firm/Company)

100 Cummings Center, Suite 206C
(Address)

Beverly, MA 01915

(City/State/Zip)

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

Michelle Yee

(Name of Person)

at (888) 742-2442, ext. 103
(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

**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. Consumer Insurance Services of America, 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. 04-3261659
(FEI number, if applicable)
4. February 8, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Has 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, Suite 206C
Beverly, MA 01915
(Current mailing address)
8. Sales and service of insurance; not a limitation
(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

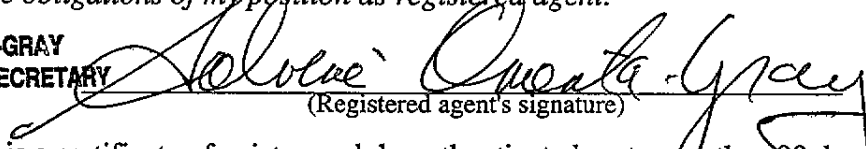
Office Address: 1200 South Pine Island Road

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**


(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: Brian K. McCarthy

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

Vice Chairman: John F. McCarthy, Jr.

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

Director: Kevin J. Seth

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

Director: Donald W. Fedderson

Address: 1000 Winter Street, #3300
Waltham, MA 02154

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

President: Brian K. McCarthy

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

Vice President: John F. McCarthy, Jr.

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

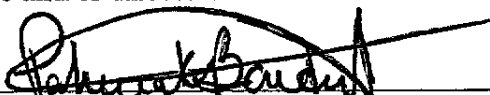
Secretary: Patricia K. Boudrot

Address: 100 Cummings Center, Suite 106G
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. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patricia K. Boudrot - Secretary
(Typed or printed name and capacity of person signing application)

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**FLORIDA APPLICATION FOR QUALIFICATION
CONSUMER INSURANCE SERVICES OF AMERICA, INC.**

TWELVE: Names and addresses of current directors and officers (continued)

A. DIRECTORS:

Director: John J. Kraska III
Address: 1776 on the Green
67 Park Place
Morristown, NJ 78006

Director: Edgar W. Blanch, Jr.
Address: 415 Highway 46 West
Boerne, TX 78006

B. OFFICERS:

Sr. Vice President: Kevin J. Seth
Address: 100 Cummings Center
Suite 206C
Beverly, MA 01915

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

June 24, 1998

TO WHOM IT MAY CONCERN:

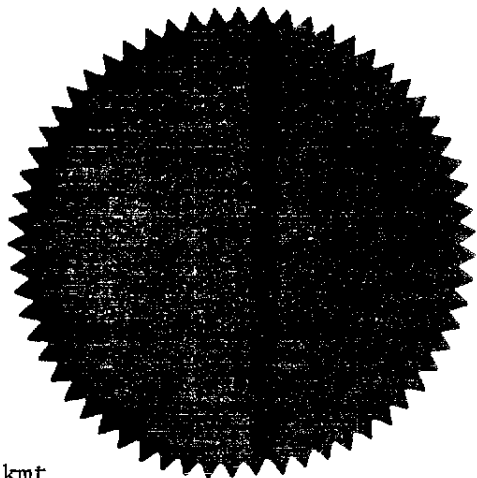
I hereby certify that the records of this office show that
Insurance Products Unlimited, Inc.

was incorporated under the General Laws of this Commonwealth on
February 8, 1995

I further certify that by articles of amendment filed on November 10, 1995
the name of said corporation was changed to
Consumer Insurance Services of AMerica, Inc.

and said corporation still has legal existence.

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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

kmt

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MGL Chapter 156B, § 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.