



THE UNITED STATES
CORPORATION
COMPANY

F980000004646

ACCOUNT NO. : 072100000032

REFERENCE : 923214 4330090

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 11, 1998

ORDER TIME : 10:12 AM

ORDER NO. : 923214-005

CUSTOMER NO: 4330090

CUSTOMER: Steven Wright, Corp Paralegal
Republic National Bank
452 Fifth Avenue
Tower 7
New York, NY 10018

400002616154-3

FILED
98 AUG 14 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: REPUBLIC INSURANCE AGENCY
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

RECEIVED
98 AUG 14 AM 10:45
DIVISION OF CORPORATION

8/14/98

REPUBLIC INSURANCE AGENCY CORP.

SECRETARY'S CERTIFICATE

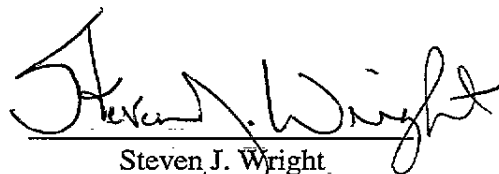
I, STEVEN J. WRIGHT, do hereby certify that I am a duly appointed and qualified Assistant Secretary of Republic Insurance Agency Corp., a New York corporation (the "Corporation"), and do hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of this Corporation by a Unanimous Written Consent, dated August 11, 1998, and that such resolutions have not been modified, amended, rescinded or annulled and remain in full force and effect as of the date hereof:

RESOLVED, that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of the Corporation is not available for corporate use in the State of Florida, this Corporation adopt the alternate name "Republic National Insurance Corporation" for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and it is further

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this 13th day of August, 1998.

[SEAL]



Steven J. Wright
Assistant Secretary

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TALLAHASSEE, FLORIDA

**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. Republic Insurance Agency 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. New York 3. 13- 3986175
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 17, 1997 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. Republic Insurance Agency Corp.
452 Fifth Avenue, 7th Fl., NY, NY 10018
(Current mailing address)
8. Sale of life, accident and health insurance products
(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: 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.

Vicki Schneider, Asst. V.P.
(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: _____

Address: _____

Vice Chairman: _____

Address: _____ See Attached

Schedule "A"

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____ See Attached

Schedule "A"

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. STEVEN J. WRIGHT - ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

Schedule "A"

REPUBLIC INSURANCE AGENCY CORP.

Current Directors & Officers

08/11/98

Directors

Joseph J. DePaolo

James R. LoGatto

John D. Pirraglia

Officers

Joseph J. DePaolo

James R. LoGatto

John D. Pirraglia

Eric Howell

Catherine M. Shipley-Burns

William F. Rosenblum, Jr.

Kathleen Johnson

Steven J. Wright

John R. Green

Thomas P. Kehrer

Chairman of the Board

Vice Chairman

President & Chief Executive Officer

Vice President & Treasurer

Vice President & Chief Compliance Officer

Secretary

Assistant Secretary

Assistant Secretary

Authorized Signatory – Tax

Director of Internal Audit

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TALLAHASSEE, FLORIDA

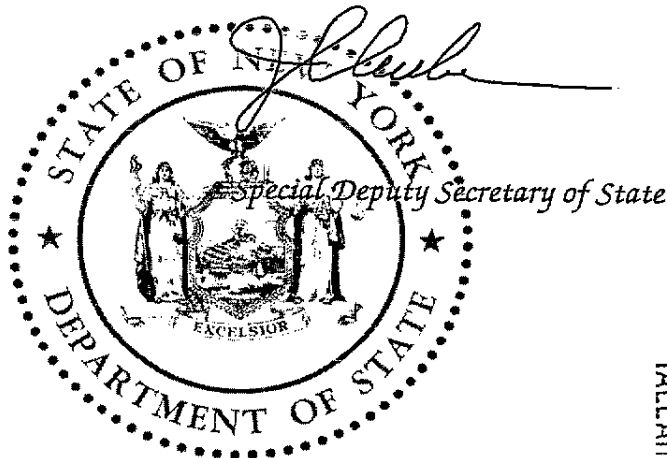
The address of each of the above named Directors and Officers is 452 Fifth Avenue, New York, New York 10018.

State of New York
Department of State

ss:

I hereby certify, that the certificate of incorporation of REPUBLIC INSURANCE AGENCY CORP. was filed on 09/17/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of August
one thousand nine hundred and
ninety-eight.



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TALLAHASSEE, FLORIDA