

F980000004765



ACCOUNT NO. : 072100000032

REFERENCE : 934850 5053410

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigatto

ORDER DATE : August 20, 1998

ORDER TIME : :59 PM

ORDER NO. : 934850-005

CUSTOMER NO: 5053410

CUSTOMER: Ms. Stacy McCullough
Sullivan Kelly Inc.
301 North Lake Ave
9th Floor
Pasadena, CA 91101-4107

RECEIVED
98 AUG 20 PM 2:02
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: SULLIVAN KELLY, INC.

500002621335--0

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

8/20/98

FILED
98 AUG 20 PM 3:25
SECRETARY OF STATE
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. Sullivan Kelly 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. California 3. 95-4651424
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 11, 1997 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. no business yet transacted
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3606 South Ocean Blvd., Suite 703
Highland Beach, FL 33487
(Current mailing address)
8. to engage in lawful insurance activity
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- 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.

Haren B. Ryan

(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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TALLAHASSEE, FLORIDA

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)

Director
Chairman: Robert V. Deutsch

Address: 82 Hopmeadow Street
Simsbury, CT 06070

Director
Vice Chairman: Robert H. Kullas

Address: 82 Hopmeadow Street
Simsbury, CT 06070

Director: Stephen J. Sills

Address: 82 Hopmeadow Street
Simsbury, CT 06070

Director:

Address:

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

President: James E. Kelly, Jr.

Address: 301 N. Lake Avenue, Ninth Floor
Pasadena, CA 91101

Vice President: Paul F. Romano

Address: 82 Hopmeadow Street
Simsbury, CT 06070

Secretary: Stacy A. McCullough

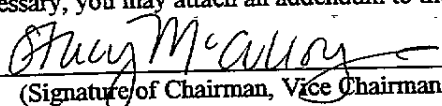
Address: 301 N. Lake Avenue, Ninth Floor
Pasadena, CA 91101

Treasurer: Jeffrey J. Koenig

Address: 82 Hopmeadow Street
Simsbury, CT 06070

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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. Stacy A. McCullough, Corporate Secretary
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 12th day of September, 19 97,

SULLIVAN KELLY INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

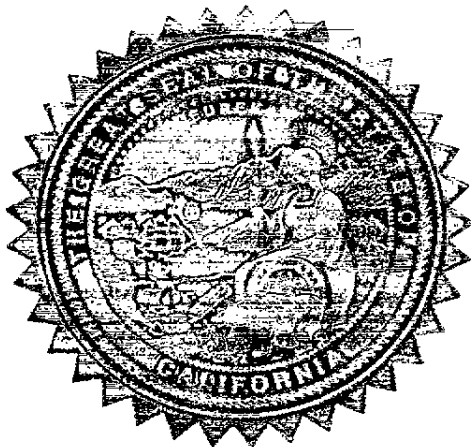
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

August 12, 1998



Bill Jones

Secretary of State