

F980000006337

TRANSMITTAL LETTER

VIA - UPS NEXT BUSINESS DAY DELIVERY

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

300002684433--9

-11/10/98--01049--005

****131.25 ****87.50

SUBJECT: Mainland Insurance Company
(Name of corporation - must include suffix)

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:

C. Stephens Vondercrone, Esquire
(Name of Person)

Mainland Insurance Company
(Firm/Company)

355 Maple Avenue
(Address)

Harleysville, PA 19438
(City, State and Zip Code)

W98-25497
11/18/98

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

Same As Above at (215) 256 - 5384
(Name of Person) Area Code & Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 18 PM 1:08

FILED

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

November 12, 1998

C. STEPHENS VONDERCRONE, ESQ.
MIANLAND INSURANCE COMPANY
355 MAPLE AVE
HARLEYSVILLE, PA 19438

SUBJECT: MAINLAND INSURANCE COMPANY
Ref. Number: W98000025497

RECEIVED

NOV 16 1998

LAW DEPT.

We have received your document for MAINLAND INSURANCE COMPANY and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document must be completed in order to file your qualification application.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 598A00054644

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TALLAHASSEE, FLORIDA



**The Harleysville
Insurance Companies**

C. Stephens Vondercrone
Assistant Vice President and
Assistant General Counsel

355 Maple Avenue
Harleysville, PA 19438-2297
(215) 256-5384
Fax: (215) 256-5601
cvondere@harleysvillegroup.com

November 17, 1998

VIA - UPS NEXT BUSINESS DAY DELIVERY

Ms. Agnes Lunt
Document Specialist
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Mainland Insurance Company
Reference No. W98000025497; Letter No. 598A00054644

Dear Ms. Lunt:

Thank you for your letter dated November 12, 1998. Pursuant to the instructions enclosed therein, please find the following:

1. Complete Application by Foreign Corporation for Authorization to Transact Business in Florida, duly executed by Kevin N. Grenier, Vice President; and
2. Copy of your letter dated November 12, 1998.

It is our understanding that you will continue to process the Qualification Application filed with the Florida Department of State. Thank you for your consideration and assistance in this matter.

Sincerely yours,

C. Stephens Vondercrone

CSV:nd
Enclosures

A National Network of Regional Insurers

Great Oaks Insurance Company
Harleysville-Atlantic Insurance Company
Harleysville-Garden State Insurance Company
Harleysville Insurance Company of New Jersey
Harleysville Life Insurance Company

Harleysville Mutual Insurance Company
Huron Insurance Company
Lake States Insurance Company
Mainland Insurance Company
Mid-America Insurance Company

Minnesota Fire and Casualty Company
New York Casualty Insurance Company
Pennland Insurance Company
Worcester Insurance Company

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Mainland Insurance Company
(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. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2864924
(FEI number, if applicable)
4. October 16, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Has not transacted business in Florida.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 355 Maple Avenue
Harleysville, PA 19438
(Current mailing address)
8. Stock Insurance 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: Insurance Commissioner
Office Address: Capitol
Tallahassee, Florida, 32399-0300
(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.

Insurance Commissioner

(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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SECRET
TALLAHASSEE, FLORIDA

(Note: See Page 2 for additional Directors and Officers)

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: Walter Raymond Bateman, II

& Director

Address: 5926 Stover Mill Road

Doylestown, PA 18901

~~Vice Chairman~~ Director: Roger Jay Beekley

Address: 40 Major Road

Boyersford, PA 19468

Director: Mark Ralph Cummins

Address: 59 Hunsberger Road

Telford, PA 18969

Director: Bruce James Magee

Address: 2170 Buttonwood Road

Berwyn, PA 19312

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

President: Walter Raymond Bateman, II

Address: 5926 Stover Mill Road

Doylestown, PA 18901

Vice President: Kevin Normand Grenier

Address: 2575 Cold Spring Road

Lansdale, PA 19446

Secretary: Roger Alan Brown

Address: 214 Oakwood Road

Wilmington, DE 19803

Treasurer: Mark Ralph Cummins

& Assistant Secretary

Address: 59 Hunsberger Road

Telford, PA 18969

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

13. Kevin N. Grenier
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

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AIR FORCE
TALLAHASSEE, FLORIDA

FILED

Application By Foreign Corporation for Authorization to
Transact Business in Florida

Page 2

12-A. (Continuation)

Director: Thomas Edward Roden
119 Sawgrass Drive
Blue Bell, PA 19422

Director: Spencer Myles Roman
1264 Mettler Road
Huntingdon Valley, PA 19006

Director: Robert Garrett Whitlock, Jr.
108 Quail Court
North Wales, PA 19454

12-B. (Continuation)

Vice President: Thomas Edward Roden
119 Sawgrass Drive
Blue Bell, PA 19422

Vice President: Spencer Myles Roman
1264 Mettler Road
Huntingdon Valley, PA 19006

Vice President: Robert Garrett Whitlock, Jr.
108 Quail Court
North Wales, PA 19454

Vice President: Michael Lee Williams
245 Freeland Drive
Collegeville, PA 19426

Assistant Treasurer: Angela Kathryn Bauer
11 David Drive
Royersford, PA 19468

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

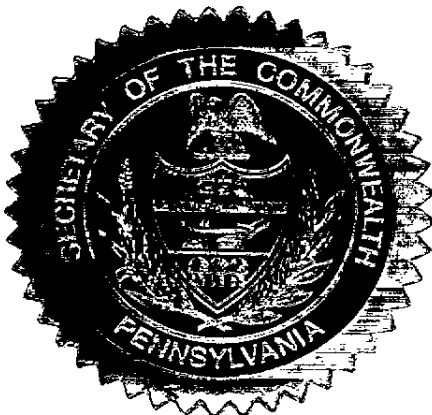
NOVEMBER 05, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

MAINLAND INSURANCE COMPANY

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzgen
ACTING Secretary of the Commonwealth
SSCH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA