

F98000006737

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: National Deferred Compensation, Inc.
(Name of corporation - must include suffix)

400002710304--9
-12/11/98--01077--001
****157.50 *****87.50

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:

Tyla L. Reynolds

(Name of Person)

Nationwide Mutual Insurance Company

(Firm/Company)

One Nationwide Plaza, 1-35-16

(Address)

Columbus, OH 43215

(City/State/Zip)

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

Leonila Z. Cospers

(Name of Person)

at (614) 249-4366
(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 1:03
#12/11

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. National Deferred Compensation, 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. Ohio
(State or country under the law of which it is incorporated)
3. 31-1602784
(FEI number, if applicable)
4. June 19, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. _____
One Nationwide Plaza, Columbus, OH 43215
(Current mailing address)
8. To engage in the transaction of any lawful act or activity for which corporation may be formed under section 607.1503 of the Florida Statute
(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)**

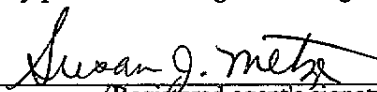
Name: C T Corporation System

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.


(Registered agent's signature)

Susan J. Metze, Asst. Sec'y

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: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Dennis W. Click
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dennis W. Click, Vice President-Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS

NATIONAL DEFERRED COMPENSATION, INC.

Dimon R. McFerson
Joseph J. Gasper
Duane C. Meek
Joseph M. Mollman
Hermann H. Mollman
Robert A. Oakley
Robert J. Woodward, Jr.
W. Sidney Druen
Mark R. Thresher
Dennis W. Click
Lance W. Kesterson
Michael J. Studebaker
Duane M. Campbell
Gary E. Berndt
Terry C. Smetzer
John F. Delaloye
Glenn W. Soden

Address:

One Nationwide Plaza
Columbus, OH 43215

BOARD OF DIRECTORS

NATIONAL DEFERRED COMPENSATION, INC.

Joseph J. Gasper
Richard A. Karas
Dimon R. McFerson
Robert A. Oakley
Robert J. Woodward, Jr.

Address:

One Nationwide Plaza
Columbus, OH 43215

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show NATIONAL DEFERRED COMPENSATION, INC., an Ohio Corporation, Charter No. 1010752, having its principal location in Columbus, County of Franklin, was incorporated on June 19, 1998, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
November 30, 1998

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Bob Taft

Bob Taft
Secretary of State