

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

TALBOT FINANCIAL SERVICES, INC.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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W.P. Verifier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TO
JEFFREY D. BUTTERFIELD

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Talbot

Talbot Financial Corporation

7770 Jefferson St.
Suite 200
Albuquerque
NM 87109

P.O. Box 90756
Albuquerque
NM 87199-0756

(505)828-4000
Fax (505)828-0732
Wats (800)800-5661

December 1, 1998

To Whom it May Concern:

Please be advised that Talbot Financial Corporation, Talbot Insurance Agency Inc., both Washington corporations; Talbot Agency of California, Inc., a California corporation; and Talbot Agency, Inc. a New Mexico corporation, consent to the use of the term "Talbot" in the corporate name of their affiliate, Talbot Financial Services, Inc.

Sincerely,



Rod A. Pierson
Senior Vice President and Director
Talbot Financial Corporation

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. Talbot Financial Services, 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. Washington

(State or country under the law of which it is incorporated)

3. 91-1930436

(FEI number, if applicable)

4. September 29, 1998

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

7. 601 Union St., Suite 610, Seattle, Washington 98101

(Current mailing address)

8. Registered broker dealer/insurance agent. Any and all lawful business.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

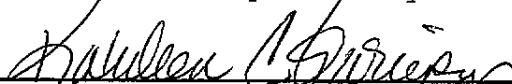
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Kathleen C. Gariepy, Asst. Sec.

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Talbot Financial Services, Inc.
Officers and Directors

Name/Title	Business Address	Residence Address
David E. Weymouth Chairman and President Director	7770 Jefferson NE Albuquerque, NM 87109	4901 Rio Grande Lane NW Los Ranchos de Albuquerque, NM 87101
Thomas F. Streiff Executive Vice President Director	101 N. Wacker Drive, Suite 1500 Chicago, IL 60606	1350 Greenwood Avenue Wilmette, IL 60091
Thomas W. Lawrence Senior Vice President	601 Union Street, Suite 610 Seattle, WA 98101	20414 Maplewood Drive Edmonds, WA 98026
Rod A. Pierson Secretary and Treasurer Director	SAFECO Plaza, T-22 Seattle, WA 98185	15737 NE 134 th Street Redmond, WA 98052
Matthew J. Chavez Vice President, Asst. Secretary Asst. Treasurer and Financial Operations Principal	7770 Jefferson NE Albuquerque, NM 87109	1401 Ridgecrest SE Albuquerque, NM 87108
Shari L. Lucero Assistant Secretary	7770 Jefferson NE Albuquerque, NM 87109	6440 Cathy NE Albuquerque, NM 87109
Suzy G. Tonkinson Vice President, Chief Compliance Officer	7770 Jefferson NE Albuquerque, NM 87109	5605 Palomino Drive NW Albuquerque, NM 87120
Leslie Harrison Senior Corporate Counsel Asst. Secretary	SAFECO Plaza T-18 Seattle, WA 98185	2732 62 nd Avenue SE Mercer Island, WA 98040

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Treasurer: _____

Address: _____

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.

^{Senior}
Thomas W. Lawrence, Vice President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

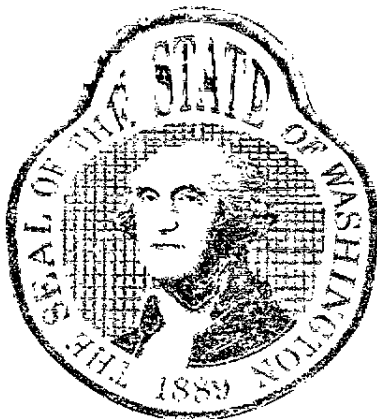
OF

TALBOT FINANCIAL SERVICES, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on September 29, 1998.


I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Date: December 14, 1998

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


H. MUNRO
Ralph Munro, Secretary of State