

F99000000117

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Universal Loss Management, Inc.
(Name of corporation - must include suffix)

400002724544--4
-12/29/98--01024--001
*****70.00 *****70.00

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.

W98-29174

Please return all correspondence concerning this matter to the following:

Thomas F. Offutt

(Name of Person)

Avemco Insurance Company

(Firm/Company)

411 Aviation Way

(Address)

Frederick, MD 21701

(City/State/Zip)

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

Thomas F. Offutt
(Name of Person)

at (800) 874-9125
(Area Code & Daytime Telephone Number)

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 30, 1998

THOMAS F. OFFUTT
AVEMCO INSURANCE COMPANY
411 AVIATION WAY
FREDERICK, MD 21701

SUBJECT: UNIVERSAL LOSS MANAGEMENT, INC.
Ref. Number: W98000029174

We have received your document for UNIVERSAL LOSS MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 098A00060958

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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. Universal Loss Management, 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. Delaware
(State or country under the law of which it is incorporated)
3. 76-0556473
(FEI number, if applicable)
4. September 26, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 16415 Addison Road, Suite 800
Dallas, TX 75248
(Current mailing address)
8. To operate an insurance adjusting firm and engage in all business activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) reasonably related thereto.
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, 32301-2607
(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.

Laura P. Dury
(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: Peter B. Smith, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

Vice Chairman: _____

Address: _____

Director: Edward H. Ellis, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

Director: John N. Molbeck, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

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

President: John H. Ballard, III

Address: 16415 Addison Road, Suite 800

Dallas, TX 75248

Vice President: John N. Molbeck, Jr.

Address: 13403 Northwest Freeway

Houston, TX 77040

Secretary: Christopher L. Martin

Address: 13403 Northwest Freeway

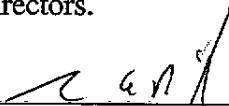
Houston, TX 77040

Treasurer: Bruce B. Zaret

Address: 16415 Addison Road, Suite 800

Dallas, TX 75248

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. Gregg Pike, Executive Vice President
(Typed or printed name and capacity of person signing application)

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Executive Vice President	Gregg Pike 411 Aviation Way Frederick, MD 21701
Executive Vice President	Robert Scott 16415 Addison Road, Suite 800 Dallas, TX 75248
Senior Vice President	Rich Boeschen 411 Aviation Way Frederick, MD 21701
Senior Vice President & Assistant Treasurer	Edward H. Ellis, Jr. 13403 Northwest Freeway Houston, TX 77040
Senior Vice President	Betsy G. Fulton 16415 Addison Road, Suite 800 Dallas, TX 75248
Senior Vice President	Paul Leonard 16415 Addison Road, Suite 800 Dallas, TX 75248
Senior Vice President & Assistant Treasurer	L. Edward Tuffly 13403 Northwest Freeway Houston, TX 77040
Vice President	Jeff Greenawalt 16415 Addison Road, Suite 800 Dallas, TX 75248

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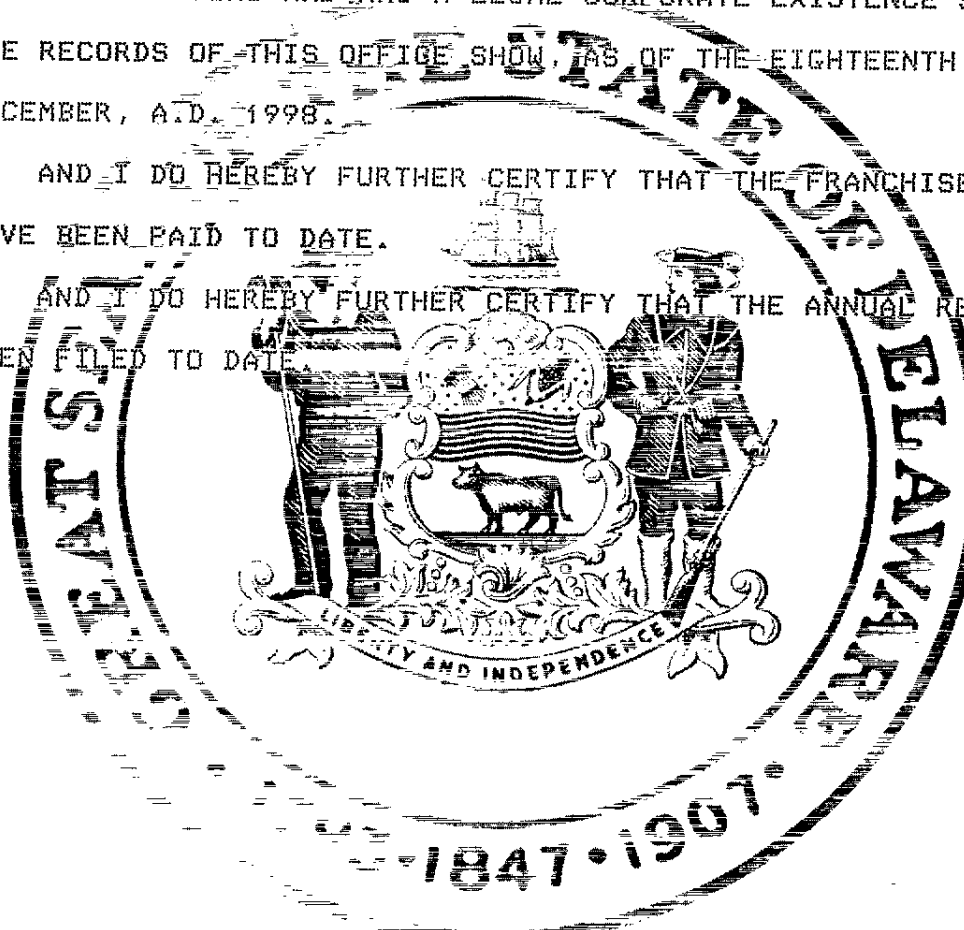
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL LOSS MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9474484

DATE:

12-18-98