

FD99000000593

Central Licensing Bureau

SUITE 550
PROSPECT BUILDING
101 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207

(501) 664-8044
FAX (501) 664-6182

RENE FLETCHER
President

GENA BRADSHAW, Vice President

January 25, 1999

Secretary of State
Corporate Divisions
Division of Corporations
Certification Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify Wilshire Ins. and Risk Management Corporation to do business in your state.

I trust this letter and the enclosed documents places them in compliance with your Statutes. However, if any further action is required, please do not hesitate to contact me.

Thank you for your consideration of this filing.

Sincerely,

Josie Galloway
Josie Galloway
Initial Licensing Division

JG/sg

Enclosures

jg-4

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-01/29/99-01085-005
*****70.00 *****70.00

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99 JAN 29 AM 9:59
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. Wilshire Insurance and Risk Management Corporation
(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. Oregon 3. 93-1243880
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 23, 1998 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)

7. 1776 SW Madison Street
Portland, Oregon 97205
(Current mailing address)

8. The corporation presently in the business of insurance, functioning as insurance agency.
(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: 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.

see attachment

(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.

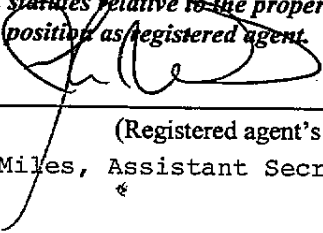
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

Wilshire Insurance and Risk Management Corporation

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(Registered agent's signature)

J L Miles, Assistant Secretary

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SECRETARY OF STATE
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)

Vice President

~~Chairman~~ Lawrence Mendelsohn

Address: 1776 SW Madison St.

Portland, Oregon 97205

Sr. Vice President/

~~XXXXXX~~ Chief Financial Officer

~~Not Chairman~~ Glenn Ohl

1776 SW Madison St.

Address:

Portland, Oregon 97205

President Secretary

~~Director~~ Scott Stevenson

Address: 1776 SW Madison St.

Portland, Oregon 97205

Director:

Address:

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

President: Scott D. McElroy

Address: 1776 SW Madison Street

Portland, Oregon 97205

Exec. Vice President: Chris Tassos

Address: 1776 SW Madison Street

Portland, Oregon 97205

CEO/Secretary: Andrew Wiederhorn

Address: 1776 SW Madison Street

Portland, Oregon 97205

Treasurer: Chris Tassos

Address: 1776 SW Madison Street

Portland, Oregon 97205

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.

Scott D., McElroy-President

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

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

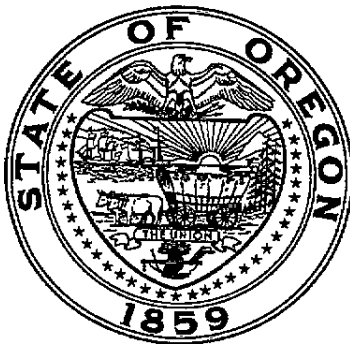
I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

WILSHIRE INSURANCE AND RISK MANAGEMENT CORPORATION

was
incorporated
under the Oregon
Business Corporation Act
on
April 23, 1998

and is active on the records of the Corporation Division as
of the date of this certificate.

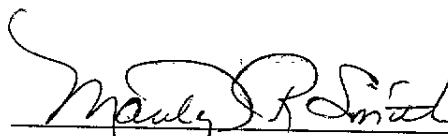
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TALLAHASSEE FLORIDA



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By



Marilyn R. Smith

December 24, 1998