## TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION DIVISION OF CORPORATIONS P. O. BOX 6327 TALLAHASSEE, FL 32314

SUBJECT: American Country Insurance Company

Dear Sir or Madam:

The enclosed "Application by a 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:

Frederick C. Feld

American Country Insurance Company

222 N. LaSalle St., Ste 1600

Chicago, IL 60601-1105

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

<u>Frederick C. Feld</u> at (312) 456-2033.

Yours truly,

Frederick C. Feld

Compliance and State Filing Analyst

enc.

## 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. AMERICAN COUNTRY 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.)
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a patricular process.
or partnership if not so contained in the name at present.)
2 ILLINOIS
(State or country under the law of which is in the law of the law
2. ILLINOIS (State or country under the law of which it is incorporated)  3. 36-4168532 (FEI number, if applicable)
4. July 28, 1997  (Date of Incorporation)  5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. business not yet transacted in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 222 N: LaSalle St., Ste 1600
Chicago. IL 60601-1105
(Current mailing address)
<b>3</b> ====================================
8. To conduct the business of a Property and Casualty Insurance Company Ec. 6
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
$A \supset A \supset$
9. Name and street address of Florida registered agent:
and ducer address of Florida registered agent:
Name: Insurance Commissioner
Manieinsulance Commissioner
Office Address: Capitol
5 moo / marcasa.
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
- O TO TO THE STATE OF THE GUILLIA HAD HELD IN THE STATE OF THE STATE
The Control of the Co
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 and and a
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

## ADDENDUM TO APPLICATION BY A FOREIGN CORPORATION for AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

12. A. Directors: Chairman & CEO - Martin Liman Solomen 2665 S. Bayshore Dr.

Coconut Grove, FL 33133

William John Shively 7201 NW 11<sup>th</sup> Place Gainesville, FL 32605

Wilmer Jomes Thomas, Jr. 272 Undermountain Rd. Salisbury, CT 06068

William Joel Barrett c/o Janney Montgomery Scott Inc. 26 Broadway New York, NY 10004

Edwin W. Elder, James P. Byrne and Daniel R. DeLeo c/o American Country Insurance Company 222 N. LaSalle St. Ste 1600, Chicago, IL 60601-1105

B. Officers: President & COO -Edwin Willard Elder

Exec. Vice-President - Daniel Ralph DeLeo

Secretary -

Ronald Jay Gold

Controller, V.P. - James Patrick Byrne

Vice Presidents - Robert Sanford Silver

- Michael Gerard Francis

- Joan Frances Friedberger

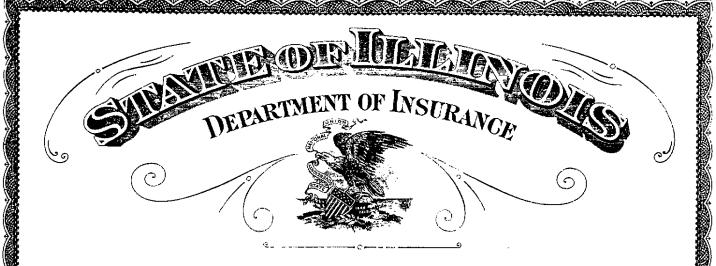
Asst. Secretary - Howard Thomas Goffen

Asst. V.P., Asst.

Controller -

Linda Elizabeth Alanis

All officers available at 222 N. LaSalle St., Ste 1600, Chicago, IL 60601-11065



This is to certify American Country Insurance Company, Chicago, Illifois, which was incorporated on December 7, 1978 as Calumet Insurance Company having a Federal Employer's Identification Number of #36-3051031 had its business reinsured by New American Country Insurance Company, Chicago, Illinois, incorporated on July 28, 1997 which has a Federal Employer's Identification Number of 36-4168532.

And I further certify the original American Country Insurance Company simultaneous with the reinsurance aforestated on July 28, 1997 surrendered its Articles of Incorporation for dissolution.

And I further certify on the same date of incorporation and licensing, July 28, 1997, New American Country Insurance Company filed Amended Articles changing its name to American Country Insurance Company.

NOW, THEREFORE I HEREBY certify there is only one American Country Insurance Company which is the one incorporated as New American Country Insurance Company which changed its name to American Country Insurance Company.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 22nd day of January, A. D. 1999.

Nathaniel S. Shapo

Director