

F99000002328

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

W99-8335

SUBJECT: The Center Financial Markets Insurance Agency, Inc.
(Name of corporation - must include suffix)

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:

90002829319--0
4/5/99/01106/012

Connie Alagheband, Licensing Technician xxx 120.00 x ~ 78.75
(Name of Person)

Underwriters Insurance Company
(Firm/Company)

26050 Mureau Road
(Address)

Calabasas, CA 91302
(City/State/Zip)

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

Connie Alagheband at (818) 878-9500 ext. 5281
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
99 MAY -6 AM 8:05

STREET ADDRESS:

Qualification/Tax Lien Section
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

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

CONNIE ALAGHEBAND
UNDERWRITERS INSURANCE CO
26050 MUREAU ROAD
CALABASAS, CA 91302

SUBJECT: THE CENTER FINANCIAL MARKETS ISURANCE AGENCY, INC.
Ref. Number: W99000008335

We have received your document for THE CENTER FINANCIAL MARKETS ISURANCE AGENCY, 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: 699A00017590

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99 MAY -6 AM 8:05



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 21, 1999

CONNIE ALAGHEBAND
UNDERWRITERS INSURANCE CO
26050 MUREAU ROAD
CALABASAS, CA 91302

SUBJECT: THE CENTER FINANCIAL MARKETS ISURANCE AGENCY, INC.
Ref. Number: W99000008335

We have received your document for THE CENTER FINANCIAL MARKETS ISURANCE AGENCY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is an additional page which requires one of the officers signature. I have enclosed that form for your convenience

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: 899A00020685

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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. The Center Financial Markets Insurance Agency, 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. IL (State or country under the law of which it is incorporated) 3. 37-1367302 (FEI number, if applicable)

4. 12/30/97 (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 817.155, F.S.)

7. 6550 North Illinois Suite 309 Fairview Heights, IL 62208 (Current mailing address)

8. Insurance sales (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)

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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.

David I. Farber (Registered agent's signature)

DAVID I. FARBER ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vice President, General Counsel, Secretary & Director

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

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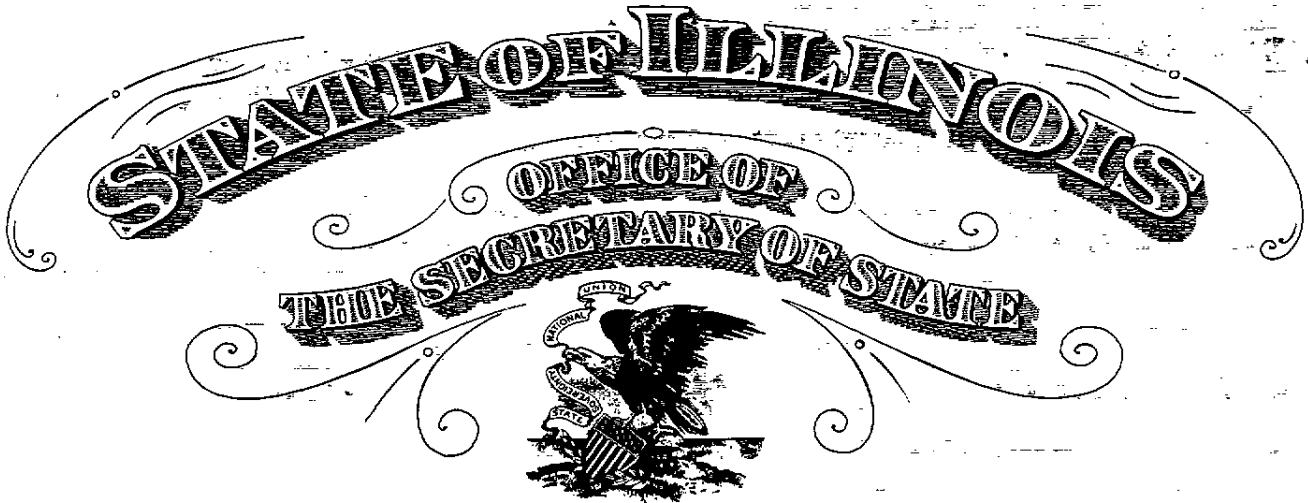
ATTACHMENT

**THE CENTER FINANCIAL MARKETS
INSURANCE AGENCY, INC.**

Name and business addresses of current directors and officers of foreign corporation:

Name & Title	Address			
	Street	City	State	Zip
OFFICERS				
Allen D. Kreke - President	6550 N. Illinois, Suite #309	Fairview	IL	62208
Stuart M. de Haaff -VP, General Counsel, Secretary & Director	26050 Mureau Road	Calabasas	CA	91302
Michael P. Saltman - VP & CFO	26050 Mureau Road	Calabasas	CA	91302
Tony M. Supa - Controller	26060 Mureau Road	Calabasas	CA	91302
DIRECTORS				
Steve H. Newman -Chairman	26050 Mureau Road	Calabasas	CA	91302
Stephen C. Kolakowski	26050 Mureau Road	Calabasas	CA	91302

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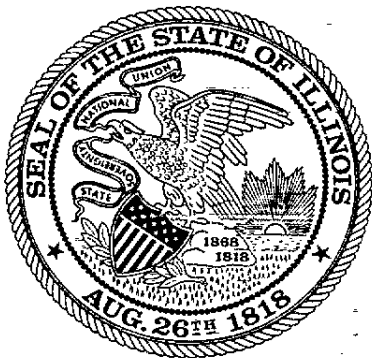
To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE CENTER FINANCIAL MARKETS INSURANCE AGENCY, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 30, 1997, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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MARCH 11 1999
AM 8:05

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 9TH day of MARCH A.D. 1999



Jesse White

SECRETARY OF STATE