



THE UNITED STATES CORPORATION COMPANY

F99000002502

ACCOUNT NO. : 072100000032
REFERENCE : 233699 7176118
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : May 8, 1999
ORDER TIME : 4:04 PM
ORDER NO. : 233699-015
CUSTOMER NO: 7176118

100002873251--8
-05/13/99--01010--003
*****70.00 *****70.00

CUSTOMER: Carlton B. Smith, Esq
Atlantic Mutual Companies
Administrative Center
Three Giralda Farms
Madison, NJ 07940-1004

FOREIGN FILINGS

NAME: ATLANTIC RISK SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)



PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TAMARA ODOM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
99 MAY 12 PM 4:08
99 MAY 12 PM 4:39
DIVISION OF CORPORATION

B/K
5/12/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ATLANTIC RISK SERVICES, INC.
Ref. Number: W99000011191

RESUBMIT

Please give original
submission date as file date.

Please hand

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 4:08

We have received your document for ATLANTIC RISK SERVICES, 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):

Please note that we have RETAINED your \$70.00 payment.

On the OFFICER/DIRECTORS RIDER document, the names and addresses of the officers are listed, but NOT the offices they hold. Please designate as "PRESIDENT, VICE PRESIDENT, etc." ALSO, if one of the directors is the CHAIRMAN OF THE BOARD, please tell us that.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 499A00026290

RECEIVED
99 MAY 14 PM 12:16

**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:*

FILED STATE
SECRETARY OF CORPORATIONS
MAY 12 PM 4:08

1. ATLANTIC RISK 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. New York 3. 22-3508579
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 16, 1992 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. 100 Wall Street
New York, NY 10005
(Current mailing address)
See Attached Rider 1

8. _____
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Dolores Burton
(Registered agent's signature)
Dolores Burton, Assistant Vice President

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.

RIDER 1

FL-Application by Foreign Corporation for Authorization

ATLANTIC RISK SERVICES, INC.

To provide risk management services such as alternative risk programs, loss control, actuarial, claims management and managed care services, as unbundled, customized packages to the meet the specific needs of individual consumers. To engage in any act or activity for which corporations may be organized.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY 12 PM 4: 08

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 4:08

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. Steven P. Skubish, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

CT-Application for Certificate of Authority

ATLANTIC RISK SERVICES, INC.

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DIVISION OF CORPORATIONS
99 MAY 12 PM 4:08

List of Officers

Name: Kermit C. Smith, President & COO
Res. Addr.: 27 Academy Road, Madison, NJ 07940

Name: Margaret E. Leak, SVP & Secretary
Res. Addr.: 11 Fifth Avenue, New York, NY 10003

Name: Michael O. Banks, Treasurer
Res. Addr.: 863 River Road, Chatham, NJ 07928

Name: Barbara H. Monaco, VP
Res. Addr.: 6 Roxiticus Road, Mendham, NJ 07945

Name: Cornelius E. Golding, SVP & CFO
Res. Addr.: 8 Wells Lane, Short Hills, NJ

Name: Klaus G. Dorfi, Chairman & CEO
Res. Addr.: 67-4 Ballantine Road, Bernardsville, NJ 07924

Name: Dennis J. Sellers, SVP
Res. Addr.: 8 Meadow Lane, Long Valley, NY

Name: Donald J. Shiptet, VP
Res. Addr.: 3034 Pawlings Ford Road, Lansdale, PA 19446

Name: Steven P. Skubish, VP
Res. Addr.: 61 Arlene Court, Fanwood, NJ 07023

Name: Janine B. Turner, Asst. Treasurer
Res. Addr.: 17 Robin Street, Rockaway, NJ 07866

Name: Brian D. Drum, VP
Res. Addr.: 17 Elm Place, Berkeley Heights, NJ 07922

List of Directors

Name: Kermit C. Smith
Res. Addr.: 27 Academy Road, Madison, NJ 07940

Name: Robert G. Himmer
Res. Addr.: 163 Candlewick Lane, Bridgewater, NJ 08807

Name: Theodore R. Henke
Res. Addr.: 1012 Summit Drive, Yardley, PA 19067

Name: Cornelius E. Golding
Res. Addr.: 8 Wells Lane, Short Hills, NJ

Name: Klaus G. Dorfi
Res. Addr.: 67-4 Ballantine Road, Bernardsville, NJ 07924

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 4: 08

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Atlantic Risk Services, 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:

Carlton B. Smith, Esq.
(Name of Person)
Atlantic Mutual Insurance Company
(Firm/Company)
Three Giralda Farms
(Address)
Madison, NJ 07940
(City/State/Zip)

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

Carlton B. Smith at (973) 301-8591
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

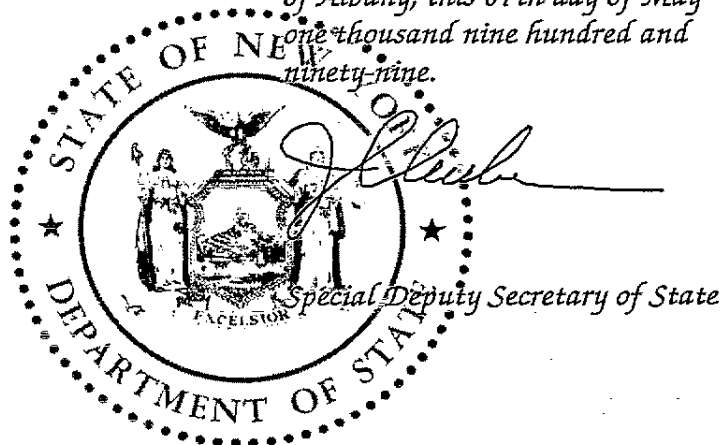
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

State of New York } ss:
Department of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 12 PM 4:08

I hereby certify, that the certificate of incorporation of ATLANTIC RISK SERVICES, INC. was filed on 04/16/1992, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of May
one thousand nine hundred and
ninety-nine.



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