

F99000003702

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

800002936088--2

-07/20/99--01043--010

*****70.00 *****70.00

CORPORATION(S) NAME

Glendale Insurance Agency, Inc of Kentucky

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TALLAHASSEE, FLORIDA

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7/20

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

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THANKS

JOEY

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TALLAHASSEE, FLORIDA

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Glenlake Insurance Agency, Inc.

55 Glenlake Parkway NE

Atlanta, GA 30328

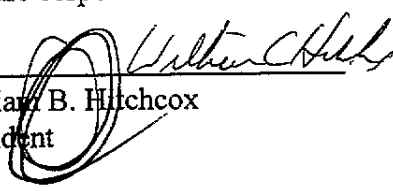

CONSENT TO USE OF NAME

Glenlake Insurance Agency, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), hereby consents to the organization and qualification of Glenlake Insurance Agency, Inc. of Kentucky in the State of Delaware and in any other State where it may wish to do business.

IN WITNESS WHEREOF, the Company has caused this Consent to be executed this 28th day of June, 1999.

GLENLAKE INSURANCE AGENCY, INC.,
a Delaware corporation

By: _____


William B. Hutchcox
President


**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. Glenlake Insurance Agency, Inc. of Kentucky
(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. Kentucky
(State or country under the law of which it is incorporated)

3. 58-2430849
(FEI number, if applicable)

4. December 10, 1998
(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. 6716 Grade Lane, Suite 903, Louisville, Kentucky 40213
(Current mailing address)

8. See attached purpose clause
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Dale W. Morris

(Registered agent's signature) (Officer)

DALE W. MORRIS

ASSISTANT VICE PRESIDENT

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William C. Hitchcox
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William C. Hitchcox, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Glenlake Insurance Agency, Inc. of Kentucky**

To provide insurance agency services and to conduct any and all activities associated therewith and to engage in any lawful act or activity for which corporations may be qualified under the laws of this state.

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GLENLAKE INSURANCE AGENCY, INC. OF KENTUCKY

UPS Capital Corporation
100% Stockholder
55 Glenlake Pkwy. N.E.
Atlanta, GA 30328

Robert J. Bernabuccci
Director
625 Kensington Farms Dr.
Alpharetta, GA 30004
SS # 049-44-2217
D.O.B. 11/17/51

Catherine B. Harrison
Secretary
421 Superior Ave.
Decatur, GA 30030
SS # 230-74-5301
D.O.B. 3/9/62

John J. Beystehner
Director
1023 Cherbury Ln.
Alpharetta, GA 30022
SS # 327-42-6438
D.O.B. 11/7/51

Thomas W. Delbrook
Director
1518 Maplewood Ct.
Woodstock, GA 30188
SS # 162-54-0063
D.O.B. 1/7/66

Business Address for All:

55 Glenlake Pkwy. N.E.
Atlanta, GA 30328

William C. Hitchcox
President & Director
570 Valley Hall Dr.
Atlanta, GA 30350
SS # 414-08-4761
D.O.B. 12/11/58

L. David Mounts
Vice Pres., Treasurer & Director
3925 River Landing Way
Atlanta, GA 30350
SS # 530-62-4222
D.O.B. 8/30/63

Maurice M. Agresta
Asst. Secy & Asst. Treas.
10265 Brier Mill Ct.
Alpharetta, GA 30022
SS # 146-56-9690
D.O.B. 9/28/54

Eugene A Pica
Asst. Secy & Asst. Treas.
402 Ranger Passage
Alpharetta, GA 30005
SS # 119-44-2937
D.O.B. 2/12/52

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TALLAHASSEE FLORIDA



John Y. Brown III
Secretary of State
Certificate of Existence


I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

GLENLAKE INSURANCE AGENCY, INC. OF KENTUCKY

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is December 10, 1998 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 14th day of June, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
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FRANKFORT
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