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101 ARCH STREET  
BOSTON, MA 02110-1106  
617-393-3911  
www.bosfin.com  
Boston  
New York  
Salt Lake City

August 9, 1999

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

Re: Strategic Risk and Insurance Services, Inc.

Dear Sir/Madam:

On behalf of the above referenced entity, we have enclosed for filing the following documents:

1. Transmittal Letter;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida, and
3. A check in the amount of \$78.75 for the filing fee and Certificate of Status.

Please acknowledge receipt of this filing by date stamping the photocopy of this Letter and returning it to me in the self-addressed, self-stamped envelope enclosed. Thank you for your assistance in this matter.

Sincerely,

*Shirley Abraham*  
Shirley Abraham  
Paralegal

700002957027--5  
-08/11/99-01061--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosures

cc: Heidi A. Scheller  
Lauren M. Guillette

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9/11  
FILED  
99 AUG 27 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 16, 1999

SHIRLEY ABRAHAM, PARALEGAL  
BOSTON FINANCIAL  
101 ARCH STREET  
BOSTON, MA 02110-1106

SUBJECT: STRATEGIC RISK AND INSURANCE SERVICES, INC.  
Ref. Number: W99000018955

We have received your document for STRATEGIC RISK AND INSURANCE SERVICES, 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):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate we require is not specific to insurance, but a statement from the office you filed with to become incorporated. The certificate must state that the corporation has been formed and remains active on their records.

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 699A00041242



101 ARCH STREET  
BOSTON, MA 02110-1106  
617.439.3911 tel  
[www.bosfin.com](http://www.bosfin.com)

*Boston*  
*New York*  
*Salt Lake City*

August 26, 1999

Lee Rivers  
Qualification Tax Lien Section  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

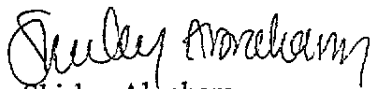
Re: Strategic Risk and Insurance Services, Inc.

Dear Sir/Madam:

Enclosed please find the completed Application By Foreign Corporation For Authorization to Transact Business In Florida with attachments.

Please do not hesitate to contact me if you have any questions. My direct line is (617) 772-9576.

Sincerely

  
Shirley Abraham  
Paralegal

cc: Heidi A. Scheller  
Lauren M. Guillette

Enclosures

**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. Strategic Risk and Insurance 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. Massachusetts 3. 04-3253053  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-15-94 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. 101 Arch Street  
Boston, MA 02110  
(Current mailing address)

8. acts as an insurance broker  
(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.*

**PETER F. SOUZA**  
ASSISTANT SECRETARY

(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**FILED**  
99 AUG 27 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michael H. Gladstone

Address: 101 Arch Street

Boston, MA 02110

Director: Minot A. Frye

Address: 101 Arch Street

Boston, MA 02110

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

President: Minot A. Frye

Address: 101 Arch Street

Boston, Ma 02110

Vice President: Heidi A. Scheller-Maddrix

Address: 101 Arch Street

Boston, Ma 02110

Secretary: Michael H. Gladstone

Address: 101 Arch Street

Boston, MA 02110

Treasurer: James D. Hart

Address: 101 Arch Street

Boston, MA 02110

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

13. Heidi A. Scheller-Maddrix

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

14. Heidi A. Scheller-Maddrix, Vice President

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

FILED  
99 AUG 27 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

July 2, 1999

TO WHOM IT MAY CONCERN:

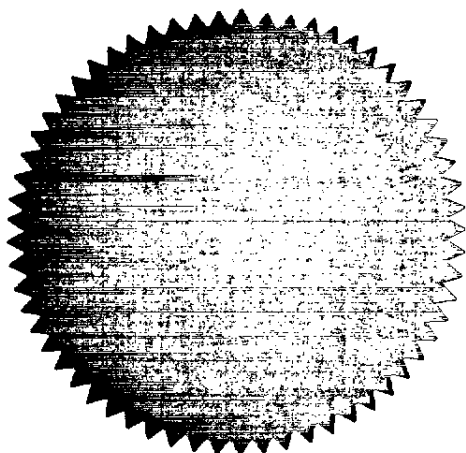
I hereby certify that according to the records of this office

**STRATEGIC RISK AND INSURANCE SERVICES, INC.**

is a domestic corporation organized on **November 15, 1994**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record corporation has legal existence and is in good standing with this office.

FILED  
99 AUG 27 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.