

M020000000207

PALMER & CAY

Established 1868

Insurance Agents & Brokers • Employee Benefit Consultants
25 Bull Street (31401-2658) • P.O. Box 847 • Savannah, GA 31402-0847
Telephone (912) 234-6621 • Fax (912) 234-5427

January 17, 2002

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600004784556--9
-01/18/02--01054--001
****198.75 ****155.00

Dear Sir/Madam:

Enclosed please find an Application for Withdrawal and a copy of the Application for Palmer & Cay of Georgia, Inc. I have also enclosed an Application for Authority to do business in Florida and copy of the Application for Palmer & Cay of Georgia, LLC. A check in the amount of \$198.75 has also been included in this package for the following filing fees: \$35.00 for the Application of Withdraw, \$8.75 for a certified copy of the Withdrawal, \$100.00 for the Application for a Certificate of Authority, \$25.00 for the Designation of Registered Agent and \$30.00 for a certified copy of the Certificate of Authority.

Effective December 31, 2001, Palmer & Cay of Georgia, Inc., a Georgia corporation, converted into a Georgia limited liability company. Since your state does not recognize this conversion, I am submitting the Withdrawal Application for the corporation and applying to do business as a limited liability company. If all of the documents are correct, please file the Withdrawal Application for Palmer & Cay of Georgia, Inc. and the Application to do business for Palmer & Cay of Georgia, LLC and send a file stamped copies and the certified copies back to me at the following address:

Palmer & Cay, Inc.
Attn: Alex Schwulst
P.O. Box 847
Savannah, Georgia 31402-0847

Should you have any questions, please contact me at (912) 238-1815 or via e-mail at alexandria_schwulst@palmercay.com. Thank you for your assistance in this matter.

Cordially,

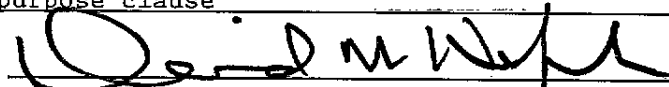
Alexandria Schwulst
Alexandria Schwulst
Corporate Paralegal

/ams
Enclosure

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Palmer & Cay of Georgia, LLC
(Name of foreign limited liability company)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2650509
(FEI number, if applicable)
4. 12/31/01
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 25 Bull Street
Savannah, Georgia 31401
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
John E. Cay, III 25 Bull Street Savannah, Georgia 31401
F. Michael Crowley 25 Bull Street Savannah, Georgia 31401
David M. Hofele 25 Bull Street Savannah, Georgia 31401
Karen J. Lehman 25 Bull Street Savannah, Georgia 31401
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: See attached purpose clause


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David M. Hofele, Vice President,

Typed or printed name of signer
Palmer & Cay Holdings, Inc., a Georgia corporation,
its Sole Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 18 PM 12:00

**PURPOSE CLAUSE
FOR
PALMER & CAY OF GEORGIA, LLC**

- (a) To engage in the business of acting as an agent and/or broker for insurance companies in soliciting, procuring, receiving and forwarding applications for property and casualty, life and accident and health, credit life, cargo and all kinds of insurance, together with the collection of premiums and doing of such other business as may be designated to agents by insurance companies including consulting services, employee benefits consulting, risk management consulting and compensation consulting and to conduct general insurance agency and insurance brokerage business and to do any and all things incidental to the operation of any insurance agency and brokerage business which are permitted by applicable law; and
- (b) To engage in any lawful act or activity for which limited liability companies may be organized under Florida Law.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 18 PM 12:00

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Palmer & Cay of Georgia, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

FILED
SECRETARY OF CORPORATIONS
02 JAN 18 PM 12:00

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Brian Courtney
Asst. V. Pres.

(Signature)

On behalf of the Corporation Service Company

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 020020383
CONTROL NUMBER : 0153144
DATE INC/AUTH/FILED: 12/31/2001
JURISDICTION : GEORGIA
PRINT DATE : 01/02/2002
FORM NUMBER : 211

PALMER & CAY INC.
DAVID HOFELE
25 BULL ST
SAVANNAH, GA 31401

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PALMER & CAY OF GEORGIA, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 18 PM 12:00