



MO200 00000252

ACCOUNT NO. : 072100000032

REFERENCE : 060171 4305032

AUTHORIZATION

Patricia Pignato

COST LIMIT : ~~\$125.00~~ \$130.00

ORDER DATE : January 23, 2002

ORDER TIME : 9:38 AM

ORDER NO. : 060171-015

CUSTOMER NO.: 4305032

100004844081 -- 1

CUSTOMER: Harry Castleman, Esq
Gaffin & Krattenmaker, P.c.
2400 Prudential Tower
800 Boylston Street
Boston, MA 02199

FOREIGN FILINGS

NAME: CHUBB GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT# 1133

EXAMINER:
02 JAN 30 AM 10:20

RECEIVED

02 JAN 30 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

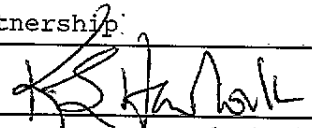
20-02-1

**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. CHUBB GP LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 06-1625646
(FEI number, if applicable)
4. July 2, 2001
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7700 Gulf Freeway
Houston, TX 77017
(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:

<u>Bruce Curren</u>	<u>Kenneth Harlock</u>
<u>5201 Explorer Drive</u>	<u>5201 Explorer Drive</u>
<u>Mississauga, Ontario L4W 4H1</u>	<u>Mississauga, Ontario L4W 4H1</u>
<u>Canada</u>	<u>Canada</u>
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: serve as general partner of a limited partnership



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.)

Kenneth L. Harlock

Typed or printed name of signee

02 JUN 30 PM 12:30
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**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:

CHUBB GP LLC

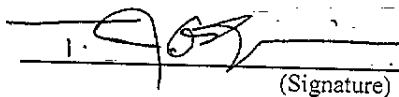
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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.

 Asst. V.P.
(Signature)

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

02 JAN 30 PM 12:15
SECRETARY OF STATE
ALL INFORMATION
FILED

APPROVED
AND
FILED

Delaware

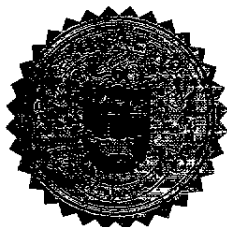
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHUBB GP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED
AND
FILED
02 JAN 30 PM 12:16
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3409509 8300

AUTHENTICATION: 1574445

020045818

DATE: 01-23-02