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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

August 7, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Palmer & Cay of Virginia, LLC

800007053868--3
-08/12/02--01060--009
*****125.00 *****125.00

Dear Sir or Madam:

Enclosed please find for filing with your office an original and one copy of the Articles of Organization of Palmer & Cay of Virginia, LLC. I am also enclosing our company's check in the amount of \$125. This represents the filing fee of \$100 for the Articles of Organization and \$25 registered agent designation.

Please return a file stamped copy to me for my files. Should you have any questions regarding these documents, please feel free to contact me by e-mail at joanne_wright@palmercay.com or by telephone at (912) 231-6955.

Sincerely,

Joanne Wright, CLAS
Corporate Paralegal

Name	
Availability	
Document	FW
Examine	Encs. DCC
Updater	DCC
Updater	
Verifier	DCC
Acknowledgement	DCC
W.P. Verifier	DCC

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TALLAHASSEE, FLORIDA

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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 Virginia, LLC
(Name of foreign limited liability company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2650508
(FBI number, if applicable)
4. July 1, 2002
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will 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, GA 31401
(Street address of principal office)

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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, GA 31401

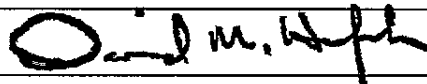
F. Michael Crowley, 25 Bull Street, Savannah, GA 31401

David M. Hofele, 25 Bull Street, Savannah, GA 31401

Karen L. Lehman, 25 Bull Street, Savannah, GA 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

Typed or printed name of signee

PURPOSE CLAUSE FOR
PALMER & CAY OF VIRGINIA, LLC

The purposes for which this Limited Liability Company is organized are:

- (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 the doing of such other business as may be designated to agents by insurance companies, including, but not limited to, consulting, including employee benefits consulting, risk management consulting, actual consulting and compensation consulting, and to conduct a general insurance agency and insurance brokerage business and to do any and all things incidental to the operation of any insurance agency, brokerage business and consulting firm which are permitted by applicable law.
- (b) To engage in any lawful act or activity for which a foreign Limited Liability Company may transact business under Florida law, including, but not limited to, manufacturing, purchasing or otherwise acquiring, owning, mortgaging, pledging, selling, assigning and transferring, or otherwise disposing of investing, trading, dealing in and with goods, wares and merchandise and property of every class and description, whether real, personal, mixed, tangible, or intangible; entering into or serving in any kind of management, investigative, advisory, promotional, protective, insurance, guarantyship, suretyship, fiduciary or representative relationship or capacity for any persons or entities whatsoever; and

-
- (c) To engage in, conduct and operate any other business which may be deemed adapted, directly or indirectly to add to the profits of its business or to increase the value of its property.

In furtherance and not in limitation of the power conferred by the laws of the State of Florida upon foreign Limited Liability Companies organized for the foregoing purposes, the foreign Limited Liability Company shall have the power to borrow money, to lend money, to guarantee obligations, to purchase, construct, lease or otherwise acquire, own, hold, use, maintain, operate or otherwise manage or control, sell, exchange, lease, mortgage, pledge or otherwise dispose of, property of any kind or character, real, personal or mixed, tangible or intangible, necessary, useful or convenient therefor, and to acquire, hold, mortgage, pledge, or dispose of shares, bonds, and other evidence of indebtedness and securities of the United States of America or any state or municipality therein or of any domestic or foreign Limited Liability Company.

The foregoing clauses shall be construed as enumerating specific purposes and powers, but no recitation, expression or declaration of specific purposes or powers herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes and powers not inconsistent therewith are hereby included.

**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.

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1. The name of the Limited Liability Company is:

Palmer & Cay of Virginia, 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.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Palmer & Cay of Virginia, limited liability company formed under the laws of VIRGINIA, effective as of July 01, 2002.

This certificate is in effect as of this date.

Nothing more is hereby certified.

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TALLAHASSEE, FLORIDA



*Signed and Sealed at Richmond on this Date:
July 19, 2002*

Joel H. Peck

Joel H. Peck, Clerk of the Commission