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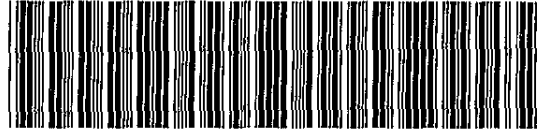
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

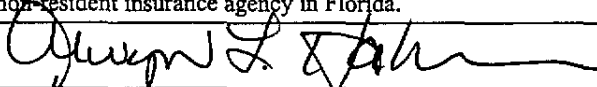
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. J. Wortham, L.L.C.
(Name of foreign limited liability company)
2. Texas 3. 161642654
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/11/2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2727 Allen Parkway, Houston, TX 77019
(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:
SEE ATTACHMENT

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: _____

To transact business as a non-resident insurance agency in Florida.


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.)
Alwyn L. Hahn

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

The Limited Liability Company will be managed by managers, and the name and address of the Limited Liability Company's initial managers are as follows:

Name	Address
Fred C. Burns	2727 Allen Parkway Houston, Texas 77019
Richard M. Blades	2727 Allen Parkway Houston, Texas 77019
John T. Cook	2727 Allen Parkway Houston, Texas 77019
James R. Davis	2727 Allen Parkway Houston, Texas 77019
Charles H. Flourney	2727 Allen Parkway Houston, Texas 77019
William H. Guggolz, Jr.	2727 Allen Parkway Houston, Texas 77019
Robert B. Hixon	2727 Allen Parkway Houston, Texas 77019
Roger J. Schuler, Jr.	2727 Allen Parkway Houston, Texas 77019
Dean J. Stuessy	2727 Allen Parkway Houston, Texas 77019
E. Peter Pincoffs	3108 North Lamar Boulevard Austin, Texas 78705-2028
Robert A. Ferguson	1600 West Seventh Street Fort Worth, Texas 76102-2505
Michael N. Venson	131 Interpark Boulevard San Antonio, Texas 78216

ARTICLE SIX

The name and address of the organizer are Elefteris Velesiotis, 1301 McKinney, Suite 5100, Houston, Texas 77010.

IN WITNESS WHEREOF, I have hereunto set my hand this 10 th day of December, 2002, to be effective as stated above.

Elefteris Velesiotis
Elefteris Velesiotis
Organizer

**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:

J. Wortham, L.L.C.

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

C T Corporation System

(Name)

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

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

Plantation

FL

33324

(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.

C T Corporation System

By: 

(Signature)

E. A. Wallace
Assistant Secretary

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Organization for J. Wortham, L.L.C. (filing number: 800150981), a Domestic Limited Liability Company (LLC), was filed in this office on December 11, 2002.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 14, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State