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BROWN, TODD
& HEYBURN PLLC

Scott W. Dolson

December 3, 1997

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Lexington, KY 40507-1749
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120 West Spring Street, Suite 400
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Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

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-12/10/97--01028--024
****285.00 ****285.00

Re: Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida--Central States
Insurance Brokerage LLC

Dear Sir or Madam:

Enclosed please find the following documents for filing:

- * Original and one copy of the Application by Foreign Limited Liability Company of Central States Insurance Brokerage LLC;
- * Original of the Domestic Limited Liability Company Certificate of Existence for Central States Insurance Brokerage LLC;
- * Original and one copy of the Acceptance of Designation as Registered Agent for Central States Insurance Brokerage LLC;
- * Original and one copy Affidavit of the Capital Contribution for Central States Insurance Brokerage LLC; and
- * A check in the amount of \$285.00 to cover your filing fee of \$250.00 and \$35.00 to cover your fee for designation of registered agent.

Name	12/8/97
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

C. TAX
FILING 285.00
R. AGENT FEE
C. COPY
T
N. LATER
BALANCE DUE
REFUND

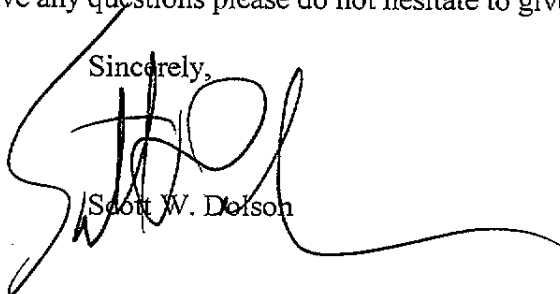
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Secretary of State
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Please return a file-stamped copy of the documents to my attention in the self-addressed, stamped envelope provided. If you have any questions please do not hesitate to give me a call.

Sincerely,

A handwritten signature in black ink, appearing to read 'SDolson', with a long horizontal flourish extending to the right.

Scott W. Dolson

Enclosures

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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. CENTRAL STATES INSURANCE BROKERAGE LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not
so contained in the name at present.)
2. Kentucky 3. Applied for
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)
4. October 31, 1997 5. December 31, 2025
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")
6. Upon qualification to do business in Florida.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1314 East Cape Coral Parkway, Suite 209, Cape Coral, Florida 33904.

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Old Colony Insurance Services, Inc.</u>			
<u>6165 West Highway 140</u>			
<u>Crestwood, Kentucky 40014.</u>			
<u>Central States Financial Services, Inc.</u>			
<u>1314 East Cape Coral Parkway, Suite 209</u>			
<u>Cape Coral, Florida 33904</u>			

STATE
OF FLORIDA

97 DEC -5 PM 1:30

FILED

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Central States
Insurance Brokerage LLC deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 2,500.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 00.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 2,500.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of
this affidavit constitutes an affirmation under the penalties of perjury that
the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -5 PM 1:30

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CENTRAL STATES INSURANCE BROKERAGE LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33324
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Susan J. Metz
(Signature)

12-1-97
(Date)

Susan J. Metz
Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC LIMITED LIABILITY COMPANY
CERTIFICATE OF EXISTENCE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,
CENTRAL STATES INSURANCE BROKERAGE LLC
is a limited liability company duly organized and existing under the laws of the Commonwealth of Kentucky, whose date of organization is OCTOBER 31, 1997.

I further certify that all fees and penalties owed to the Secretary of State have been paid to date; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS Chapter 275 has been delivered to the Secretary of State on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this 31st day of October, 1997.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky