

M98000001151

LIFE INSURANCE
SOLUTIONS, LLC

October 6, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

400002657754--0
-10/07/98--01064--006
****285.00 ****285.00

To Whom It May Concern:

On behalf of Life Insurance Solutions, LLC, a Delaware Limited Liability Company, please allow me to submit for filing with the State of Florida, Office of the Secretary of State - Division of Corporations the following items:

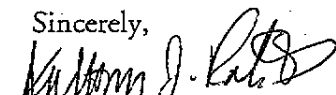
- ◆ a completed *Application By Foreign Limited Liability Company For Authorization to Transact Business in Florida* by Life Insurance Solutions, LLC;
- ◆ an executed *Certificate of Designation Of Registered Agent/Registered Office*;
- ◆ an original *Certificate of Existence* for the benefit of Life Insurance Solutions, LLC issued by the Delaware Office of the Secretary of State dated September 1, 1998; and
- ◆ a check in the amount of \$285 to cover the filing fee for the attached application and designation of agent/office.

The return acknowledgement of filing may be sent to:

Anthony Roberts
Life Insurance Solutions, LLC
One Chase Manhattan Plaza
New York, NY 10005

If you have any questions concerning this filing please contact me at (212) 859 - 2674.
Thank you for your assistance in this matter.

Sincerely,


Anthony J. Roberts

CC: Michael Hartnett

FILED
98 OCT -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

M98-1151

Name Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Life Insurance Solutions, LLC
(Name of foreign limited liability company)

2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 43-1796357
(FEI number, if applicable)

4. October 27, 1997
(Date of Organization)

5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon approval of application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. One Chase Manhattan Plaza, New York, New York 10005
(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>Michael J. Hartnett</u>	<u>MGR</u>	<u>Seth Koppes</u>	<u>MGR</u>
<u>One Chase Manhattan Plaza</u>		<u>1610 Des Peres Rd.</u>	
<u>New York, New York 10005</u>		<u>St. Louis, Missouri 63131</u>	
<u>John Cross</u>	<u>MGR</u>	<u>Chris Garlich</u>	<u>MGR</u>
<u>One Chase Manhattan Plaza</u>		<u>1610 Des Peres Rd.</u>	
<u>New York, New York 10005</u>		<u>St. Louis, Missouri 63131</u>	
<u></u>		<u></u>	
<u></u>		<u></u>	

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

The undersigned member or authorized representative of a member of _____

Life Insurance Solutions, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ *5,200,000.

* Includes \$5 million of Special Member contributions.

3) if any, the agreed value of property other than cash contributed by member(s) is

\$ 584,553.

(A description of the property is attached and made a part hereto.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 5,784,553

(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Michael J. Hartnett - Manager

Typed or printed name of signee

FILED
98 OCT -7 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

Secretary of State's Office
State of Florida

Re: Affidavit of Membership and Contributions of Foreign Limited Liability
Company filed on behalf of Life Insurance Solutions, LLC

To Whom It May Concern:

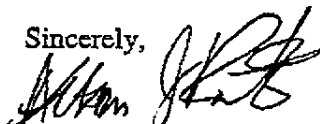
Please allow this letter to serve as a description of the value of property contributed by the Members of Life Insurance Solutions, LLC as outlined below:

The property contributed by the Members, collectively, consists of Furniture, Equipment (including computers, printer, telephones, and fax machines), and leasehold improvements. The value of such items, less depreciation and amortization, as of August 31, 1998 is equal to \$584,553

Please feel free to contact me at (212) 859-2674.

Thank you.

Sincerely,


Anthony J. Roberts

98 OCT -7 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Life Insurance Solutions, 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -7 PM 4:30

FILED

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.

Corporation Service Company

By: _____


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFE INSURANCE SOLUTIONS L.L.C." 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-FIRST DAY OF SEPTEMBER, A.D. 1998.





Edward J. Freel, Secretary of State

2813768 8300

AUTHENTICATION: 9312778

981364668

DATE: 09-21-98