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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

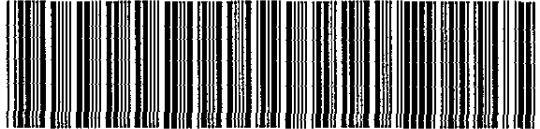
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE FLORIDA



January 2, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Application for a Certificate of Authority

Dear Sir or Madam:

Kanawha Marketing Group, Inc., a South Carolina corporation organized December 9, 2002, would like to obtain a Certificate of Authority to do business in the State of Florida. Our Home Office is located at 210 South White Street, Lancaster, South Carolina 29720.

Attached is the Application for Certificate of Authority, the required fee and an original Certificate of Existence.

If you have any questions or need additional information, please advise.

Very truly yours,

Michelle Burton
Compliance Administrator

mjb
Enclosures

Telephone Number: 800-635-4252, ext. 5349
Fax Number: (803) 283-5313
Email Address: mburton@kanawha.com

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kanawha Marketing Group, Inc.
(Name of corporation - must include suffix)

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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michelle Burton
(Name of Person)
Kanawha Marketing Group, Inc.
(Firm/Company)
210 South White Street
(Address)
Lancaster, SC 29720
(City/State and Zip code)

For further information concerning this matter, please call:

John Piller at (803) 283-5388
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATYON TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Kanawha Marketing Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. SC 3. 13-4226048
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/9/02 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or Perpetual)

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 210 South White Street, Lancaster, SC 29720
(Principal office address)

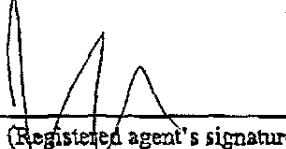
210 South White Street, Lancaster, SC 29720
(Current mailing address)

8. Insurance and Travel
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JENNIFER F AULTMAN
ASSISTANT SECRETARY
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors: "See Attached Listing"

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

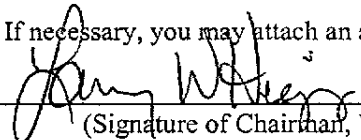
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Larry W. Higgins, VP, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

KANAWHA MARKETING GROUP, INC.

Principal Officers

<u>Name</u>	<u>Home Address</u>	<u>Title</u>	<u>% Ownership</u>
Stanley D. Johnson	1437 Westmoreland Dr. Lancaster, SC 29720	Chairman of the Board of Directors, Chief Executive Officer & President	0
John Chitwood	11991 Hidden Links Dr. Fort Myers, FL 33913	Senior Vice-President Senior Division & Director	0
Marcus Mears	1723 Silver Wood Dr. Fort Mill, SC 29715	Senior Vice-President Employee Benefits Division & Director	0
Larry W. Higgins	1871 Tara Trail Lancaster, SC 29720	Vice-President, General Counsel & Secretary	0
Robert Matthews	1971 Tara Trail Lancaster, SC 29720	Senior Vice-President, Treasurer & Director	0

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Directors

Stanley D. Johnson
Chairman of the Board, Chief Executive Officer & President

John Chitwood
Senior Vice-President, Senior Division

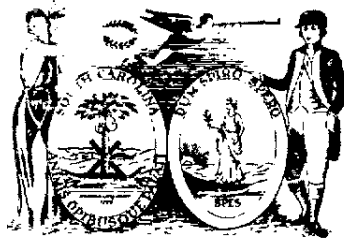
Marcus Mears
Senior Vice-President, Employee Benefits Division

Robert Matthews
Senior Vice-President, Treasurer

R. Dale Vaughan
Director

Sam Taylor
Director

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

KANAWHA MARKETING GROUP, INC.,

a corporation duly organized under the laws of the State of South Carolina on **December 9th, 2002**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 19th day of December, 2002.

A handwritten signature in cursive script that reads "Jim Miles".

Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.