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Willis of Massachusetts, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 22, 2004

C T CORPORATION SYSTEM

SUBJECT: WILLIS OF MASSACHUSETTS, INC.  
REF: W04000042736

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

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

1. Willis of Massachusetts, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

n/a  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts 3. 04-2392279  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/17/1996 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3 Copley Place, Ste 3/300, Boston, MA 02116  
(Principal office address)

c/o Holly Young, 26 Century Blvd, Nashville, TN 37214  
(Current mailing address)

8. Insurance brokerage and all matters related thereto.  
(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 NOT acceptable)

Name: CT 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.*

CT Corporation System  
By: Mary R. Adams MARY R. ADAMS  
(Registered agent's signature) ASSISTANT SECRETARY

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.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: Mary E. Caiazzo

Address: 7 Hanover Square

New York, NY 10004

Vice Chairman: Wole Coaxum

Address: 7 Hanover Square

New York, NY 10004

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Joseph Sarrey

Address: 3 Copley Place, Ste 3/300

Boston, MA 02116

Vice President: Mary E. Caiazzo

Address: 7 Hanover Square

New York, NY 10004

Secretary: Holly Gay Young

Address: 26 Century Blvd, Nashville, TN 37214

Treasurer: C. William Mooney

Address: 26 Century Blvd, Nashville, TN 37214

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

13. Holly Gay Young  
(Signature of Director or Officer listed in number 12 of the application)

14. Holly Gay Young, Secretary  
(Typed or printed name and capacity of person signing application)



*The Commonwealth of Massachusetts  
Secretary of the Commonwealth  
State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

November 10, 2004

TO WHOM IT MAY CONCERN:

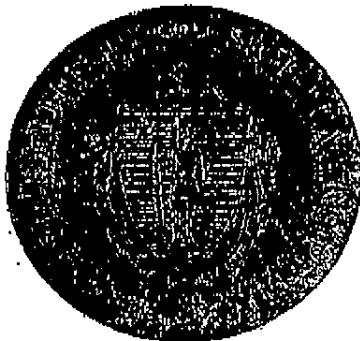
I hereby certify that according to the records of this office,

**WILLIS OF MASSACHUSETTS, INC.**

is a domestic corporation organized on May 17, 1966, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*  
Secretary of the Commonwealth