

F-980000002432
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PALMER & CAY OF VIRGINIA, INC.
(Name of corporation - must include suffix)

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:

Lewis H. Oden, III
(Name of Person)

PALMER & CAY OF VIRGINIA, INC. 7000002487657--8
(Firm/Company) -04/14/98--01026--001
*****70.00 *****70.00

P. O. Box 847
(Address)

Savannah, GA 31402-0847
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

N. Charmil Vetter at (912) 234-6621
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE FLORIDA

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FEB 17 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 15, 1998

LEWIS H. ODEN, III
PALMER & CAY OF VIRGINIA, INC.
PO BOX 847
SAVANNAH, GA 31402-0847

SUBJECT: PALMER & CAY OF VIRGINIA, INC.
Ref. Number: W98000008410

We have received your document for PALMER & CAY OF VIRGINIA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 198A00020051

**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 CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

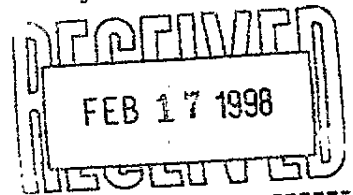
1. PALMER & CAY OF VIRGINIA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. VIRGINIA 3. 54-1738691
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 27, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. January 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10900 Nuckols Road, Suite 205
Glen Allen, VA 23060
(Current mailing address)
8. To conduct a general insurance agency and insurance brokerage business and to generally engage in any lawful act or activity for which corporations may be organized under the laws of the State of Virginia.
(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: Richard W. Stein
- Office Address: 76 So. Laura Street, Suite 1400
Jacksonville, Florida, 32202
(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.

(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.



12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: John E. Cay, III

Address: 25 Bull Street
Savannah, GA 31401-2658

Vice Chairman: _____

Address: _____

Director: F. Michael Crowley

Address: 25 Bull Street
Savannah, GA 31401-2658

Director: Lewis H. Oden, III

Address: 25 Bull Street
Savannah, GA 31401 - 2658

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TALLAHASSEE FLORIDA

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: F. Michael Crowley

Address: 25 Bull Street
Savannah, GA 31401-2658

Senior Vice President: David B. Nichols

Address: 10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Secretary: Lewis H. Oden, III

Address: 25 Bull Street
Savannah, GA 31401 - 2658

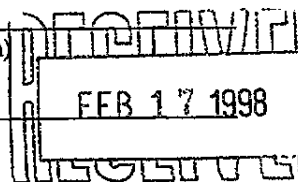
Treasurer: Lewis H. Oden, III

Address: 25 Bull Street
Savannah, GA 31401 - 2658

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. Lewis H. Oden, III Secretary/Treasurer
(Typed or printed name and capacity of person signing application)



PALMER & CAY OF VIRGINIA, INC.

OFFICERS:

Chairman

John E. Cay, III
25 Bull Street
Savannah, GA 31401-2658

President

F. Michael Crowley
25 Bull Street
Savannah, GA 31401-2658

Senior Vice President/COO

David B. Nichols
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Vice Presidents

Linda G. Hammond
2123 California St., NW #B
Washington, DC 20008
Boyd C. Jones
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Robert B. Marsh
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

William J. Miller
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Chaldea Montague
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

F. Glenn Mozingo
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Nicholas W. Orsi, III
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

William G. Pappas
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

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Vice President (cont'd)

Jeffrey L. Seibert
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Ronald W. Studer
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Assistant Vice President

Betty F. Frankhouser
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

Secretary/Treasurer

Lewis H. Oden, III
25 Bull Street
Savannah, GA 31401-2658

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TALLAHASSEE FLORIDA

DIRECTORS:

John E. Cay, III
25 Bull Street
Savannah, GA 31401-2658

F. Michael Crowley
25 Bull Street
Savannah, GA 31401-2658

Lewis H. Oden, III
25 Bull Street
Savannah, GA 31401-2658

J. Ruffin Branham, Jr.
25 Bull Street
Savannah, GA 31401-2658

David B. Nichols
10900 Nuckols Road, Suite 205
Glen Allen, VA 23060

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

PALMER & CAY OF VIRGINIA, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is July 27, 1993.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: March 09, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission