

Filing Fee: \$75.00

ID Number: 154305



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY

FILED

MAY 16 2007

By

AMR  
11-26038

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Chartered Marketing Services, Inc
2. It is incorporated under the laws of ILLINOIS
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on February 24, 2004, authorizing it to transact business in Rhode Island under the name of: Chartered Marketing Services, Inc
4. The corporate name of the corporation has been changed to Intersections Insurance Services Inc  
*(If no change, so indicate.)*
5. The name, if different, which it elects to use in Rhode Island is:
  - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.*
  - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*
6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

*(If no other or additional purposes are proposed, insert "No Change.")*

No Change

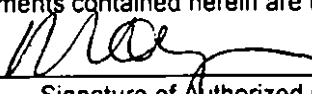
7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 25,000,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 52,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: April 25, 2007

  
\_\_\_\_\_  
Signature of Authorized Officer of the Corporation

**Madalyn Behneman -- Treasurer**

\_\_\_\_\_  
Type or Print Name of Authorized Officer

Filing and License Fee: \$310.00 minimum

ID Number:

154305



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Chartered Marketing Services, Inc.
2. It is incorporated under the laws of Illinois
3. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: N/A
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application: N/A
4. The date of its incorporation is October 27, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 315 W. University Drive, Arlington Heights, IL 60004
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200  
(Street Address, not P.O. Box)  
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Corporation Service Company  
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Group Accidental Death Insurance
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	See Officer/Director List	
Director		
Director		
Director		

FILED

FEB 24 2008

By AMF  
91817

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See Officer/Director List	
Vice President		
Treasurer		
Secretary		

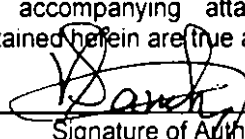
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
15,000,000	Common		\$1.00 per share
1,000,000	Preferred		\$10.00 per share
1,000	N/A		No par value

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,500,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 55,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 30,000
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.005 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

  
Signature of Authorized Officer of the Corporation

Vincent Sanchez

Type or Print Name of Authorized Officer

**FILED**  
FEB 24 2006  
By AMF  
91817

**Officers of Chartered Marketing Services, Inc.**

02/09/06

<u><b>Name</b></u>	<u><b>Title</b></u>	<u><b>Business</b></u>
Richard Charles Gallagher	Chairman, President & CEO	315 W. University Dr., Arlington Heights, IL 60004
Diane Marie Flanagan	Executive Vice President	315 W. University Dr., Arlington Heights, IL 60004
Donald Jerome Hallagan	Executive Vice President, CFO & Secretary	315 W. University Dr., Arlington Heights, IL 60004
Vincent Alexander Sanchez	Senior Vice President	315 W. University Dr., Arlington Heights, IL 60004

**Directors of Chartered Marketing Services, Inc.**

<u><b>Name</b></u>	<u><b>Title</b></u>	<u><b>Business</b></u>
Richard Charles Gallagher	Chairman, President & CEO	315 W. University Dr., Arlington Heights, IL 60004
Michael John Kennealy	Director	One International lance, 29 <sup>th</sup> Floor, Boston, MA 02110
Christopher Thomas Mitchell	Director	One International lance, 29 <sup>th</sup> Floor, Boston, MA 02110
Michael Arthur Ross. Wilson	Director	High Street Tower, Suite 2500, 125 High St., Boston, MA 02110