

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

80805

ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Zenith Administrators, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is Zenith Administrators, Inc.

SECOND: The name which it elects to use in Rhode Island is Zenith

Administrators, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of Maryland

FOURTH: The date of its incorporation is June 13, 1988 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 11 E. CHASE STREET, BALTIMORE, Maryland 21202

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System
C T CORPORATION SYSTEM

Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island is

THIRD PARTY ADMINISTRATOR SERVICING JOINTLY MANAGED TRUSTS.

RECEIVED
JUL 29 1994
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

FILED

JUL 29 1994

By

[Signature]

12795

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of Directors (Appendix A)	Director	
	Director	
	Director	
See attached list of Officers (Appendix B)	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	CAPITAL	(No series)	No par value
150	PREFERRED	(No series)	No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	CAPITAL	(No series)	No par value
85	PREFERRED	(No series)	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,900,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 44,327,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 1, 19 94

Zenith Administrators, Inc.
(Exact Corporate Name of Corporation Making Application)

By James W. Luce
JAMES W. LUCE
Its President
and Joseph A. Carabillo
JOSEPH A. CARABILLO
Its Asst. Secretary

STATE OF D.C. } Sc.
COUNTY OF

At WASHINGTON in said County on the 1 day
of July 19 94, before me personally appeared JAMES W.
LUCE, who being by me first duly sworn, declared that
he is the President of Zenith Administrators, Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Janie Washington
Notary Public
Commission Expires: 10-15-98

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of

_____ for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of
19 _____

Secretary of State

Appendix A to Rhode Island
Application for Certificate of Authority

**DIRECTORS OF
ZENITH ADMINISTRATORS, INC.**

1. Robert A. Georgine
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
2. James W. Luce
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
3. Dan V. Maroney
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
4. Donald E. Meyers
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
5. James F.M. McNulty
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
6. Lester H. Null, Sr.
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
7. William E. Panitz
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
8. Jerome P. Pollock
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001

Appendix B to Rhode Island
Application for Certificate of Authority

**OFFICERS OF
ZENITH ADMINISTRATORS, INC.**

1. Robert A. Georgine, Chairman, and Chief Executive Officer
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
2. James W. Luce, President
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
3. Lester H. Null, Sr., Secretary/Treasurer
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
4. Jerome P. Pollock, Executive Vice President
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
5. Gary Eng, Senior Vice President and General Manager, Eastern & Central Division
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
6. Dean Kalahar, Senior Vice President and General Manager, West Division
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
7. Joseph A. Carabillo, Vice President, Counsel & Assistant Secretary
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
8. William L. Cross, Vice President, Financial Officer
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001
9. Donald E. Meyers, Vice President
111 Massachusetts Avenue, N.W.
Washington, D.C. 20001