

State of Rhode Island and Providence Plantations

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

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Corp. I.D. #

92406

Secure Affinity Agency, 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 Secure Affinity Agency, Inc.

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

(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 Delaware

FOURTH: The date of its incorporation is September 24, 1996 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 The Corporation Trust Company, Corporation Trust

1209 Orange St. Wilmington, DE

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

Salvina Amanta-Gray
Signature
SALVINA AMANTA-GRAY, Spinn. Agent

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

To act as an insurance agency. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

NOV 27 1996

By SD #55
176364

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

Name	Office	Address
Robert P. Restrepo,	Director	One Tower Square, Hartford, Connecticut 06183
Jay S. Fishman,	Director	One Tower Square, Hartford, Connecticut 06183
William P. Hannon,	Director	One Tower Square, Hartford, Connecticut 06183
James M. Michener,	Director	One Tower Square, Hartford, Connecticut 06183
See attached list of officers	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	Common Stock	(No series)	\$0.01

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	Common Stock	(No series)	\$0.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 0

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 8,800,000

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 \$ 25,000

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 November 15, 19 96

Secure Affinity Agency, Inc.
(Exact Corporate Name of Corporation Making Application)

By Jeffrey L. Hayman
Jeffrey L. Hayman
Its President
and Paul H. Eddy
Paul H. Eddy
Its Secretary

STATE OF Connecticut } SC.
COUNTY OF Hartford }

At Hartford in said County on the 15th day
of November 1996, before me personally appeared Jeffrey L.
Hayman, who being by me first duly sworn, declared that
he is the President of Secure Affinity Agency, Inc.
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Linda M. Kolios

Notary Public

Linda M. Kolios

(NOTARIAL SEAL)

My Commission Expires April 30, 1998

Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
Secure Affinity Agency, Inc.**

1. Jeffrey L. Hayman, President
One Tower Square
Hartford, Connecticut 06183
2. Phillip Kenyon, Vice President
One Tower Square
Hartford, Connecticut 06183
3. Bruce Letizia, Vice President
One Tower Square
Hartford, Connecticut 06183
4. George A. Ryan, Vice President of Taxes
One Tower Square
Hartford, Connecticut 06183
5. Christine A. Carpenter, Assistant Secretary
One Tower Square
Hartford, Connecticut 06183
6. Paul H. Eddy, Secretary
One Tower Square
Hartford, Connecticut 06183
7. Lynn Fisher, Treasurer
One Tower Square
Hartford, Connecticut 06183
8. William H. White, Assistant Treasurer
One Tower Square

Appendix to Application for Certificate of Authority (cont)

Hartford, Connecticut 06183

9. Charles B. Chamberlain, Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183
10. George M. Quaggin, Jr., Assistant Treasurer
One Tower Square
Hartford, Connecticut 06183