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ID Number: 11511



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed in Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Highland Capital Brokerage, Inc. (CC) 11107 1866 Y4

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is: HCB of Rhode Island, Inc.

(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:

4. The date of its incorporation is September 13, 2000 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 1209 Orange Street, Wilmington, Delaware 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
See attached purpose clause

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached list of directors.</u>	
Director		
President	<u>See attached list of officers</u>	
Vice President		
Treasurer		
Secretary		

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CORPORATIONS DIVISION

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	common	(No series)	\$0.001

10. 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 or Statement that Shares are without Par Value
1,000	common	(No series)	\$0.001

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,000.

(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 0.00%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,000.

(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 \$ -0-.

(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 0.00% [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10-17-2000

Highland Capital Brokerage, Inc.

Print Exact Name of Corporation Making Application

By J. Forrest Gollis
 President or Vice President (check one)

By W. Todd Carlisle
 Secretary or Assistant Secretary (check one)

W. Todd Carlisle

FILED
 OCT 30 2000
 253207

STATE OF Alabama
 COUNTY OF Jefferson

In Birmingham, on this 17th day of October, 2000, personally appeared before me W. Todd Carlisle who, being by me first duly sworn, declared that he/she is the Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Rhonda B. Toombs
 Notary Public Rhonda B. Toombs
 My Commission Expires: January 10, 2004

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Highland Capital Brokerage, Inc.**

To engage in the business of an insurance brokerage firm by distributing, servicing and designing insurance and investment products and services for financial services professionals and their clients. Notwithstanding the foregoing, to engage in the business of an insurance brokerage firm by distributing, servicing and designing insurance and investment products and services for financial services professionals and their clients.

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Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
Highland Capital Brokerage, Inc.**

1. John L. Robinson, Jr., President
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209
2. J. Forrest Collier, Vice President & Asst. Secy.
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209
3. Keith D. Duke, Vice President & Treasurer
2 Metroplex Drive
Birmingham, Alabama 35209
4. W. Todd Carlisle, Vice President & Secretary
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209
5. G. Russell Smith, Assistant Treasurer
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209

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**Directors of
Highland Capital Brokerage, Inc.**

1. J. Forrest Collier
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209
2. Keith D. Duke
2 Metroplex Drive
Birmingham, Alabama 35209
3. W. Todd Carlisle
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209
4. Peter E. Barber
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209
5. Michael Mckenna
2 Metroplex Drive, Suite 220
Birmingham, Alabama 35209

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