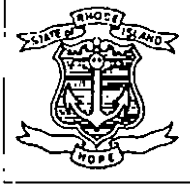


Filing Fee: \$150.00
License Fee: \$15.00 minimum-(§7-1.1-124)

ID Number: 121119



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 here by 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 X S Brokers Insurance Agency, Inc. *ok*

2. It is incorporated under the laws of Massachusetts

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:*

(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 12/5/78 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 1563 Hancock Street Quincy, MA 02169

6. The address of its proposed registered office in Rhode Island is 130 Bellevue Ave.
(Street Address, not P.O. Box)

Newport RI 02840 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Mark B. Bardorf
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Nonresident Ins. Agency sales and services.

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

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

NOV 05 2001
By 273526

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
10,000	Common	A	No-Par
10,000	Common	B	No-Par

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
4,000	Common	A	No-Par
400	Common	B	No-Par

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,200,000.
- (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].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 20,000,000.
- (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 \$ - 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 5 % [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: Sept. 7, 2001

X S Brokers Insurance Agency, Inc.
 Print Exact Name of Corporation Making Application

By Robert C. LeBrun Robert C. LeBrun
 President or Vice President (check one) President

By Ned V. Mannai Ned V. Mannai
 Secretary or Assistant Secretary (check one) Secretary

STATE OF Massachusetts
 COUNTY OF Norfolk

In Quincy, MA, on this 7th day of September, 2001, personally appeared before me R.C. LeBrun & N.V. Mannai who, being by me first duly sworn, declared that he/she is the PRESIDENT & SECRETARY, RESPECTIVELY 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.

Jaura G. Gardner
 Notary Public
 My Commission Expires: June 28, 2002

X S BROKERS INSURANCE AGENCY, INC.

SHAREHOLDERS/OFFICERS/DIRECTORS

Ned V. Mannai
100% Stockholder/CEO/Dir./Secretary
112 Thistle Patch Way
Hingham, MA 02043

Robert C. LeBrun
President & Director
52 Carolina Trail
Marshfield, MA 02050

Margaret M. Mannai
Treasurer & Director
112 Thistle Patch Way
Hingham, MA 02043

Adam W. Devine
Vice President
5 Side Hill Road
Hingham, MA 02043

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RECEIVED

DEC 5 - 1970

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

OCT 08 2001

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles, and the filing fee in the amount of \$12.50 having been paid, said articles are deemed to have been filed with me this

December 19th 78
P. Q. Guzzi

Effective date

PAUL GUZZI

Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 12/1/78 CLERK *H. K.*

TO BE FILLED IN BY CORPORATION

THIS COPY OF ARTICLES OF ORGANIZATION TO BE SENT

Joseph P. Collins, Esquire.....
126 State Street.....
Boston, Massachusetts 02109.....

Telephone 227-2220.....

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$125. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

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