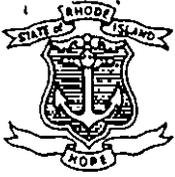


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 170174



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)

RECEIVED STATE
SECRETARY OF STATE
SEP 25 11 30 AM '03

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 Jewell Insurance Agency, Inc.

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 1/1/69 and the period of its duration is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1101 Worcester Road, Framingham, MA 01701

6. The address of its proposed registered office in Rhode Island is 180 South Main Street
(Street Address, not P.O. Box)

Providence RI 02903-7120 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Brian Spero, Esq.
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To apply for our Rhode Island Insurance License and write insurance in the state of Rhode Island.

FILED

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

SEP 26 2003

by M7404

	Name	Address
Director	_____	_____
Director	_____	_____
President	<u>Ronald F. Jewell</u>	<u>10 Hilltop Lane, Framingham, MA 01701</u>
Vice President	<u>Robert A. Fair</u>	<u>656 Grove Street, Framingham, MA 01701</u>
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>
7,500	A	1	No Par Value

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: (see attached)

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
5,000	A	1	No Par Value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 25,000 (office Equipment)

(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 \$ 1,000,000.

(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 0 % [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: 9/10/03

Jewell Insurance Agency, Inc.

Print Exact Name of Corporation Making Application

By Ronald Z Jewell President

President or Vice President (check one)

By Robert A. Judd AND Secretary

Secretary or Assistant Secretary (check one)

STATE OF _____
COUNTY OF _____

In _____, on this _____ day of _____, _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ 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.

Notary Public

My Commission Expires: _____

RECEIVED

57017

OCT 31 1968

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

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

I hereby certify that, upon an examination of the
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 \$75.00 having
been paid, said articles are deemed to have been filed
with me this

Oct 31st 1968 day of

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 9-22-68 CLERK A65

John F. Davenport
Secretary of the Commonwealth

TO BE FILED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Edward Wolper, Esq.

45 Riverd Road

Needham, Mass. 02192

FILING FEE: 1/30 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 \$75. General Laws,
Chapter 156B.

Copy Mailed 11-5-68

STERLING JEWELERS INSURANCE
AGENCY INC.

375 Ghent Road
Akron, OH 44333

VIA TELECOPIER (508) 872-2764 AND U.S. MAIL

September 5, 2003

Jessica J Fair
Jewell Insurance Agency, Inc.
1101 Worcester Road
Framingham, MA 01701

RE: Consent to Use Name in Rhode Island

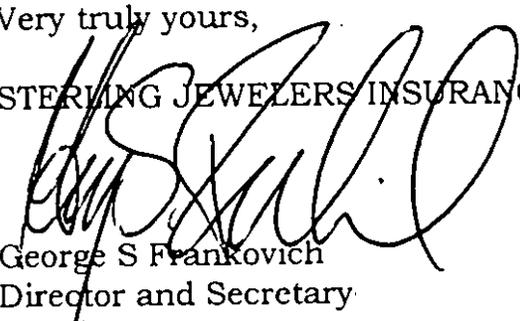
Dear Ms. Fair:

In my capacity as a Director and Secretary of Sterling Jewelers Insurance Agency Inc. (the "Company") and on behalf of the Company, consent is hereby granted to Jewell Insurance Agency, Inc. for the use of its name, Jewell Insurance Agency, Inc. in the state of Rhode Island. Accordingly, please deliver this letter to the Office of the Secretary of State of Rhode Island Corporations Division.

Should you have any questions, do not hesitate to call me at 330-668-5334.

Very truly yours,

STERLING JEWELERS INSURANCE AGENCY INC.



George S Frankovich
Director and Secretary

GSF/sbj