

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

ID Number: 133940



**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 Cannon Cochran Management Services, Inc.

2. It is incorporated under the laws of Delaware

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:*

Cannon Cochran Management Services, Inc.

(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 02/15/1978 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:

INSURANCE Services

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

	<u>Name</u>	<u>Address</u>
Director	<u>SEE ATTACHMENT</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

AUG 07 2003  
1089  
321643

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
1,000,000			1¢

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
410,705			1¢

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,050,000.

(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 \$ 43,000,000.

(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 \$ 40,000.

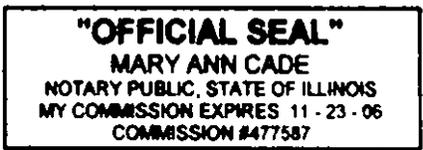
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following 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: 7/14/2003

Cannon Cochran Management Services, Inc.

Print exact Name of Corporation Making Application



By Rodney Golden

President or  Vice President (check one)

By Rand J. Street

Secretary or  Assistant Secretary (check one)

STATE OF Illinois  
COUNTY OF Warrick

In Danville, on this 4th day of August, 2003, personally appeared before me Rodney J. Golden who, being by me first duly sworn, declared that he/she is the C.O.O. 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.

Mary Ann Cade  
Notary Public  
My Commission Expires: 11-23-06

**CANNON COCHRAN MANAGEMENT SERVICES, INC.**  
**DIRECTORS AND OFFICERS**  
**AS OF 2003**

Page 1

**George Bryan Thomas – COB/Director**  
**President/Chief Executive Officer**  
**SS#: 357-52-9563**  
**2701 Windward Blvd.**  
**Champaign, IL 61821**  
**(Number of Shares: 7,500)**  
**Date of Birth: 09/16/63**

**Rodney J. Golden – COO/Director**  
**Executive Vice President/Chief Operating Officer**  
**SS#: 318-42-4740**  
**3 W. Conron**  
**Danville, IL 61832**  
**(Number of Shares: 270)**  
**Date of Birth: 01/04/61**

**Steven F. Luebbert – Secretary/Director**  
**Executive Vice President/Chief Marketing Officer**  
**SS#: 489-62-9350**  
**638 Sherwood Drive**  
**Webster Groves, MO 63110**  
**(Number of Shares: 5,000)**  
**Date of Birth: 11/21/54**

**John E. Kluth II – Treasurer/Director**  
**Executive Vice President/Chief Financial Officer**  
**SS#: 322-66-3455**  
**2404 Branch Road**  
**Champaign, IL 61822**  
**(Number of Shares: 0)**  
**Date of Birth: 12/11/67**

**CANNON COCHRAN MANAGEMENT SERVICES, INC.**  
**DIRECTORS AND OFFICERS**  
**AS OF 2003**

Page 2

**Mary Norenberg – Assistant Treasurer/Director**

**SS#: 347-40-6345**

**3129 Golf Circle**

**Danville, IL 61832**

**(Number of Shares: 0)**

**Date of Birth: 01/08/47**

**Dave Henwood – Assistant Secretary/Director**

**SS#: 204-48-0612**

**27 Lakeshore Rd.**

**Danville, IL 61832**

**(Number of Shares: 0)**

**Date of Birth: 02/21/63**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CANNON COCHRAN MANAGEMENT SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

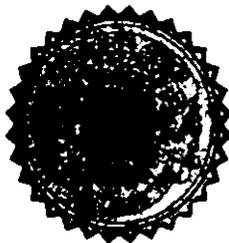
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF FEBRUARY, A.D. 1978, AT 10 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE THIRTY-FIRST DAY OF AUGUST, A.D. 1990, AT 11:15 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CANNON AND COCHRAN MANAGEMENT SERVICES, INC." TO "CANNON COCHRAN MANAGEMENT SERVICES, INC.", FILED THE ELEVENTH DAY OF DECEMBER, A.D. 1990, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

0849805 8100H

AUTHENTICATION: 2565901

030510706

DATE: 08-05-03