

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

ID Number: 100348



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

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:

1. The name of the corporation is Provident Companies, Inc.
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is _____
(If 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.)
4. The date of its incorporation is March 22, 1995 and the period of its duration is Perpetual
c/o The Corporation
5. The address of its principal office in the state or country under the laws of which it is incorporated is Trust Company
1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street
Providence , RI 02903 (Street)
(City/Town) (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
_____ Holding Co., 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.
8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached list of directors.	_____
Director	_____	_____
President	See attached list of officers	_____
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____

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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
150,000,000	Common	(No series)	\$1.00
25,000,000	Preferred	(No series)	\$1.00

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
135,160,109	Common	(No series)	\$1.00
0	Preferred	(No series)	\$1.00

11. 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 0.00%; and 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 0.02%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$109,200,000.00

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$0.00

14. An estimate of the gross amount of business to be transacted by it during the following year is \$649,134,000.00

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$142,446.00

16. This application is accompanied by certified copies 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 April 1, 19 98

Provident Companies, Inc.

(Exact Corporate Name of Corporation Making Application)

By [Signature]
 President or Vice President (check one)

AND

By [Signature]
 Secretary or Assistant Secretary (check one)

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By [Signature] 2025-97

STATE OF TENNESSEE
 COUNTY OF HAMILTON

In Chattanooga, Tennessee, on this 1st day of April, 19 98, personally appeared before me [Signatures], an officers of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
 Notary Public
 My Commission Expires: May 21, 2001

**ATTACHMENT
TO
RHODE ISLAND APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR
PROVIDENT COMPANIES, INC.**

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

	Name	Address
Director (Chairman)	J. Harold Chandler	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Director (Vice Chairman)	Thomas R. Watjen	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Director	William L. Armstrong	1625 Broadway, Suite 780 Denver, Colorado 80202
Director	William H. Bolinder	Zurich Insurance Company 1400 American Lane Schaumburg, Illinois 60196
Director	Steven M. Gluckstern	Zurich Reinsurance Centre 1 Chase Manhattan Plaza, 44th Floor New York, New York 10005
Director	Charlotte M. Heffner	3655 Randall Hall, N.W. Atlanta, Georgia 30327
Director	Hugh B. Jacks	101 Carnoustie Shoal Creek, Alabama 35242
Director	William B. Johnson	W. B. Johnson Properties, Inc. 3424 Peachtree Road, N.E., Suite 2075 Atlanta, Georgia 30326
Director	Hugh O. Maclellan, Jr.	The Maclellan Foundation 1 Fountain Square Chattanooga, Tennessee 37402
Director	A. S. "Pat" MacMillan	Team Resources River Edge One, Suite 425 5500 Interstate North Pkwy., N.W. Atlanta, Georgia 30328-4604

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	Name	Address
Director	C. William Pollard	The ServiceMaster Company One ServiceMaster Way Downers Grove, Illinois 60515
Director	Scott L. Probasco, Jr.	SunTrust Bank, Chattanooga, N.A. 736 Market Street, 16th Floor Chattanooga, Tennessee 37402
Director	Steven S. Reinemund	Frito-Lay, Inc. 7701 Legacy Drive Plano, Texas 75024
Director	Burton E. Sorensen	Sand Springs Road Morristown, New Jersey 07960
President and Chief Executive Officer	J. Harold Chandler	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Chief Financial Officer	Thomas R. Watjen	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Executive Vice President and Chief Information Officer	Robert O. Best	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Executive Vice President and General Counsel	F. Dean Copeland	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Executive Vice President, Risk Management	Thomas B. Heys, Jr.	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Executive Vice President	Peter C. Madeja	440 East Swedesford Road, Suite 3050 Wayne, Pennsylvania 19087
Executive Vice President, Sales Management	Jeffrey F. Olingy	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Senior Vice President and Deputy Risk Manager	Donald E. Boggs	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402

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	Name	Address
Senior Vice President	Gerry M. Gates	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Senior Vice President and Chief Actuary	Robert C. Greving	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Senior Vice President	Barry E. Lundquist	18 Chestnut Street Worcester, Massachusetts 01608
Senior Vice President	Ralph W. Mohney	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Senior Vice President and Treasurer	Ralph A. Rogers, Jr.	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Vice President, Secretary and Counsel	Susan N. Roth	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402
Vice President and Controller	Vicki W. Corbett	c/o Provident Companies, Inc. 1 Fountain Square Chattanooga, Tennessee 37402

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PROVIDENT COMPANIES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9025141

DATE:

04-14-98