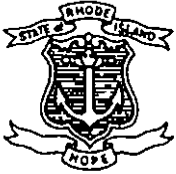


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 04-3257126



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

170565
RECEIVED

AUG 17 2001 H.A.

BUSINESS CORPORATION

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

STATE OF RHODE ISLAND
INSURANCE DIVISION

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 Stop Loss Insurance Brokers, Inc.
Massachusetts
- 2 It is incorporated under the laws of _____
- 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 December 28, 1994 and the period of its duration is until present
- 5 The address of its principal office in the state or country under the laws of which it is incorporated is _____
20 Park Plaza, Suite 912, Boston MA 02116
- 6 The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence 02903 (Street Address, not P.O. Box)
(City/Town) (Zip Code) and the name of its proposed registered agent in Rhode Island at
C T Corporation System
that address is _____
(Name of Agent)
- 7 The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To act as an insurance agent or broker.

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

	Name	Address
Director	<u>Paul L. Flynn</u>	<u>330 Beacon Street, 93B, Boston MA 02116</u>
Director	<u>Denise A. Doyle</u>	<u>85 Bartlett Street, #2, Charlestown MA 021</u>
President	<u>Denise A. Doyle</u>	<u>as above</u>
Vice President	<u>n/a</u>	
Treasurer	<u>Paul L. Flynn</u>	<u>as above</u>
Secretary		

FILED

OCT 01 2001

By 271403

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>
200,000	Common		\$.01

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
200,000	Common		\$.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 200,000.

- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ n/a.

- (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 \$ \$ 7,000,000.

- (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 \$ 200,000.

- (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 3 % [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: August 15, 2001

Stop Loss Insurance Brokers, Inc

Print Exact Name of Corporation Making Application

By Denise A. Doyle denise a doyle

☒ President or ☐ Vice President (check one)

AND

By _____

☐ Secretary or ☐ Assistant Secretary (check one)

STATE OF _____
COUNTY OF _____

In Boston, on this 16th day of August, 01, personally appeared before me Denise Doyle who, being by me first duly sworn, declared that he/she is the President 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.

Patricia A. McNulty
Notary Public

My Commission Expires: Jan. 18, 2002

485774

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

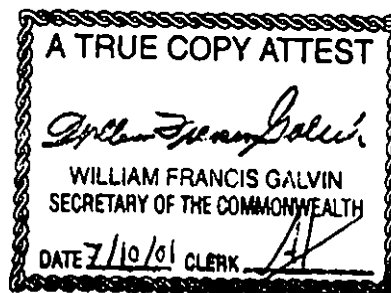
GENERAL LAWS, CHAPTER 156D, SECTION 12

I hereby certify, upon an examination of these articles of organization,
duly submitted to me, 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 \$ 200 having been paid, said
articles are deemed to have been filed with me this
day of DECEMBER 28th 1994

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not
less than \$200.00. For the purpose of filing, shares of stock with a par value less
than one dollar or no par stock shall be deemed to have a par value of one dollar
per share.



PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Colin A. Coleman, Esq.

Edwards & Angell

101 Federal Street

23rd Floor

Boston, MA 02110

Telephone: (617) 439-4444