

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> |
|-------------------------|-----------------|---------------|---|
| 100,000 | Common | (No series) | No par value |
| 335,000 | Preferred Stock | Series A | \$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:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|-----------------|---------------|---|
| 2,980 | Common | (No series) | No par value |
| 335,000 | Preferred Stock | Series A | \$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-; 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-.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 22 million

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ -0-

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ -0-

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 \$ -0-

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 September 23, 19 98

Aon Service Corporation

(Exact Corporate Name of Corporation Making Application)

By Jerome S. Hanner
 President or Vice President (check one)

AND
 By Catherine M. Lyczko
 Secretary or Assistant Secretary (check one)

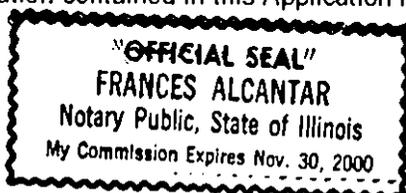
FILED

SEP 30 1998

By [Signature] 211701

STATE OF Illinois
 COUNTY OF Cook

In Chicago, on this 23rd day of September, 1998, personally appeared before me Jerome S. Hanner & Catherine M. Lyczko, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



Frances Alcantar
 Notary Public Frances Alcantar
 My Commission Expires: November 30, 2000

Appendix to Rhode Island
Duplicate Original of Application for Certificate of Authority

**Purpose Clause of
Aon Service Corporation**

The provision of Administrative and Management Services. 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.

Aon Service Corporation

August 25, 1998

DIRECTORS

Michael A. Conway 123 N. Wacker Drive, Chicago, IL 60606
Harvey N. Medvin 123 N. Wacker Drive, Chicago, IL 60606
Raymond I. Skilling 123 N. Wacker Drive, Chicago, IL 60606

OFFICERS

| | | |
|------------------------------|---|--|
| Michael A. Conway | President | 123 N. Wacker Drive, Chicago, IL 60606 |
| Arlene H. Hardy | Treasurer | 123 N. Wacker Drive, Chicago, IL 60606 |
| Catherine M. Lyczko | Vice President & Secretary - Law | 123 N. Wacker Drive, Chicago, IL 60606 |
| Jerome I. Baer | Vice President - Taxes | 123 N. Wacker Drive, Chicago, IL 60606 |
| William Bastian | Assistant Vice President | 300 - 7300 Warden Avenue, Markham, Ontario L3R 0X3 |
| Marge Bennett | Vice President | 123 N. Wacker Drive, Chicago, IL 60606 |
| Paul J. Boudreau | Vice President & Assistant Secretary | 5050 N. Broadway, Chicago, IL 606040 |
| Herbert G. Ehlers | Vice President & Assistant Secretary | 123 N. Wacker Drive, Chicago, IL 60606 |
| David C. Greenberg | Senior Vice President | 123 N. Wacker Drive, Chicago, IL 60606 |
| Jerome S. Hanner | Vice President & Assistant Secretary - Law | 123 N. Wacker Drive, Chicago, IL 60606 |
| Julie Ann Kotowski | Assistant Vice President - Finance | 123 N. Wacker Drive, Chicago, IL 60606 |
| Michael Krupa | Controllor | 123 N. Wacker Drive, Chicago, IL 60606 |
| James A. Mahoney, Jr. | Vice President & Assistant Secretary | 123 N. Wacker Drive, Chicago, IL 60606 |
| Harvey N. Medvin | Vice President | 123 N. Wacker Drive, Chicago, IL 60606 |
| Richard F. Ostrowski | Assistant Vice President | 123 N. Wacker Drive, Chicago, IL 60606 |
| Raymond I. Skilling | Vice President | 123 N. Wacker Drive, Chicago, IL 60606 |
| Thomas A. Stachura | Senior Vice President - Finance | 123 N. Wacker Drive, Chicago, IL 60606 |

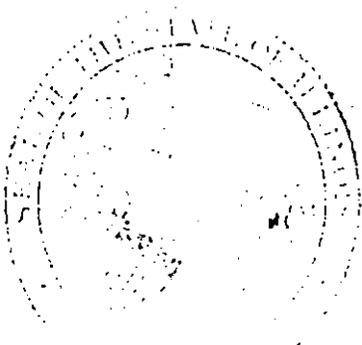


Whereas, ARTICLES OF INCORPORATION OF
 AON SERVICE CORPORATION
 INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
 FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
 BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
 State of Illinois, by virtue of the powers vested in me by law, do
 hereby issue this certificate and attach hereto a copy of the
 Application of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
 be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 1ST
 day of MARCH A.D. 1993 and
 of the Independence of the United States
 the two hundred and 17TH



George H Ryan
 SECRETARY OF STATE

STATE OF ILLINOIS
Office of the Secretary of State
I hereby certify that this is a true and
correct copy, consisting of eight
pages, as taken from the original on file in
this office.



George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: September 2, 1998

BY: Michelle Chasco

EXPEDITED
SECRETARY OF STATE

SEP 2 1998

EXP. FEES 25.00

COPY - CERT. 10.00