

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

AI Network Corporation

To the Secretary of State
of the State of Rhode Island

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:

FIRST: The name of the corporation is AI Network Corporation

SECOND: The name which it elects to use in Rhode Island is AI Network Corporation

(If the name of 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;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 9/7/82 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 229 South State Street Dover, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is Suite 3-A 101 Dyer Street Providence, R.I. 02903 and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Insurance Agency Services

See Attached

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
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Director

Director

Director

President

Vice President

Secretary

Treasurer

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
5,000	Common		\$1.00

TENTH: 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 per Share or Statement that Shares are without Par Value</u>
500	Common		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 0

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 2,500,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 50,000

FIFTEENTH: This Application is accompanied by a copy 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 3/11, 1983

AI NETWORK CORPORATION
[Exact Corporate Name of Corporation Making Application]

By [Signature]
Its President
and [Signature]
Its Secretary

STATE OF New Hampshire }
COUNTY OF Hillsborough } Sc.

At Manchester, New Hampshire in said County on the 11th day
of March 1983, before me personally appeared
Robert S. Hall, who being by me first duly sworn, declared that
he is the Secretary of AI Network Corporation,
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Cynthia A. Smith
Notary Public

My commission expires October 15, 1985

(NOTARIAL SEAL)

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Lee

DIRECTORS OF AI NETWORK CORPORATION

Darrell W. Alligood	2 Bloody Brook Rd.	Amherst, NH
Charles F. Cook	18 Pilgrim Dr.	Bedford, NH
J. Stewart Laird	55 N. River Rd.	Manchester, NH
Robert B. Sanborn	295 Steinmetz Dr.	Manchester, NH
Earle L. Tryder	1 Circle Dr.	Bedford, NH
A. Raymond Williams	3 Knollwood Trail West	Brookside, NJ
Lorne Worthington	600 N. Bay St.	Manchester, NH

OFFICERS OF AI NETWORK CORPORATION

Lorne Worthington	President	600 Bay St.	Manchester, NH
J. Stewart Laird	Exec. V.P.	55 N. River Rd.	Manchester, NH
Paul A. Philp	V.P. - Treas.	19 Stceple Lane	Amherst, NH
Donald Carper	V.P.	87 Madison Lane	Amherst, NH
B. Phillips Foster	V.P.	25 Buckridge Dr.	Amherst, NH
Richard C. Zolty	V.P.	29 Woburn-abbey Dr.	Bedford, NH
Robert S. Hall	Secretary	71 Ponemah Rd.	Amherst, NH
Daniel Sullivan	Comptroller	599 Lake Ave.	Manchester, NH

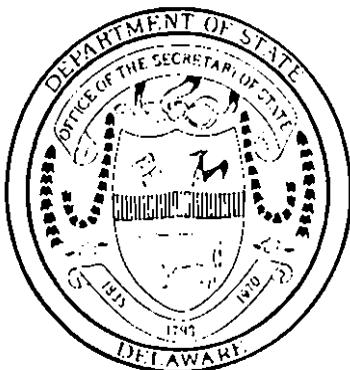


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ September 7, 1982 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *B. Ahers*

DATE: April 4, 1983