

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

ID Number:

126597



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:

- The name of the corporation is Asurion Insurance Services, Inc.
- It is incorporated under the laws of Tennessee
- The name, if different, which it elects to use in Rhode Island is:
 - 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:

 - 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:

- The date of its incorporation is May 02, 1991 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is c/o Betty Smotherman, 5040 Linbar Drive, Nashville, TN 37211-8202
- The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(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 Corporation Service Company
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Insurance Agency To engage in any act or activity for which corporations may be organized.
- The names and respective addresses of the directors and officers are:

	Name	Address
Director	See attached officers/directors rider	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

AUG 06 2002

By

[Signature]

20 11 15 21 37 106

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SECRETARY OF STATE
CORPORATIONS DIV.

Aug 6 12 46 PM '02
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CORPORATIONS DIV.

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 par value

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>
725.67	Common		No par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 55,415,941.00
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.00
- (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 % I 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
\$49,389,251
- (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 \$ 136,915
- (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 .28 % I 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: 2-11-02

Asurion Insurance Services, Inc.

Print Exact Name of Corporation Making Application

By Michael W. Sheehan
Michael W. Sheehan

☒ President or ☐ Vice President (check one)

AND
By Tim Mulvan
Tim Mulvan

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Tennessee
COUNTY OF Davidson

In Nashville, Tennessee, on this 11th day of July, 2002, personally appeared before me Michael W. Sheehan 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.

Betty Smotherman
Notary Public Betty Smotherman
My Commission Expires: 05/29/2005

OFFICERS/DIRECTORS RIDER

RI-Application for Certificate of Authority

Asurion Insurance Services, Inc.

List of Officers

Name:	Michael W. Sheehan	Title:	President
Bus. Addr.:	5040 Linbar Drive, Nashville, TN 37211		
Name:	Bret E. Comolli	Title:	Asst. Secretary
Bus. Addr.:	1700 S. El Camino Real, #502, San Mateo, CA 94402		
Name:	Tim Mulron	Title:	CFO, Treasurer, Secretary
Bus. Addr.:	5040 Linbar Drive, Nashville, TN 37211		
Name:	Byron W. Smith	Title:	Chief Marketing Officer
Bus. Addr.:	5040 Linbar Drive, Nashville, TN 37211		

List of Directors

Name:	Kevin M. Taweel	Term:	
Bus. Addr.:	1700 S. El Camino Real, #502, San Mateo, CA 94402		
Name:	R. James Ellis	Term:	
Bus. Addr.:	1700 S. El Camino Real, #502, San Mateo, CA 94402		

Secretary of State
Division of Business Services

312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 07/17/2002
REQUEST NUMBER: 02198519

CHARTER/QUALIFICATION DATE: 05/02/1991
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0240080
JURISDICTION: TENNESSEE

TO:
CFS
8161 HWY 100

NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HWY 100

NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ASURION INSURANCE SERVICES, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
4270-0384	08/13/2001	AMD RESTATE CHT	NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
4514-1412	05/24/2002	AGENT/OFFICE	X		X						
							X	X			

FOR: REQUEST FOR COPIES

ON DATE: 07/17/02

FEES

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: \$80.00 \$0.00
TOTAL PAYMENT RECEIVED: \$80.00

RECEIPT NUMBER: 00003115124
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SECOND AMENDED AND RESTATED CHARTER
OF
ASURION INSURANCE SERVICES, INC.

01 AUG 13 PM 12:29

Pursuant to the Tennessee Business Corporation Act, The Merrimac Group (as amended, Asurion Insurance Services), Inc., a corporation organized and existing under the laws of the state of Tennessee, hereby amends and restates its Charter, as heretofore amended, in its entirety and adopts the following as its Charter:

1. The name of the corporation is Asurion Insurance Services, Inc.
2. The number of shares of stock the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, no par value. The class of common stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.
3. (a) The name and address of the corporation's initial registered agent and office located in the state of Tennessee: [omitted pursuant to §§ 48-20-107 and 48-27-101(b) of the Tennessee Business Corporation Act.]

(b) The name of the corporation's current registered agent is Scott J. Cole.

(c) The street address of the corporation's current registered office in Tennessee is:

5040 Linbar Drive
Suite 200
Nashville, TN 37222-0656
County of Davidson.
4. The name and address of the incorporator: [omitted pursuant to §§ 48-20-107 and 48-27-101(b) of the Tennessee Business Corporation Act.]
5. The street address of the corporation's principal office is:

5040 Linbar Drive
Suite 200
Nashville, TN 37222-0656
County of Davidson.

6. The corporation is for profit.
7. This document will be immediately effective upon filing by the Tennessee Department of State.
8. The shareholders of the corporation shall not have preemptive rights.
9. To the fullest extent permitted by the Tennessee Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Tennessee Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended from time to time. Any repeal or modification of this Paragraph 9 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.
10. The powers of the corporation shall be to conduct all aspects of the business of insurance including but not limited to the sale, administration and underwriting of wireless device service insurance programs, and to conduct all other business that corporations are permitted to conduct under the Tennessee Business Corporation Act.

Dated: July 26, 2001


Name: Gerald A. Risk
Title: Secretary

State of Tennessee



Department of State
Corporate Filings

312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

CHANGE OF REGISTERED
AGENT/OFFICE
(BY CORPORATION)

For Office Use Only

FILED
SECRETARY OF STATE

2002 MAY 24 AM 9:50

Pursuant to the provisions of Section 48-15-102 or 48-25-108 of the Tennessee Business Corporation Act or Section 48-55-102 or 48-65-108 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The name of the corporation is _____

ASURION INSURANCE SERVICES, INC. (Corp. Id. # 240080)

2. The street address of its current registered office is _____

5040 LINBAR DRIVE, SUITE 200, NASHVILLE, TN 37222

3. If the current registered office is to be changed, the street address of the new registered office, the zip code of such office, and the county in which the office is located is _____

2908 Poston Avenue, Nashville, TN 37203

Davidson County

4. The name of the current registered agent is _____

SCOTT J. COLE

5. If the current registered agent is to be changed, the name of the new registered agent is _____

Corporation Service Company

6. After the change(s), the street addresses of the registered office and the business office of the registered agent will be identical.

Signature Date

President

Signer's Capacity

ASURION INSURANCE SERVICES, INC.

Name of Corporation

Signature

SCOTT J. COLE

Name (typed or printed)