

Filing Fee: \$50.00

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP

APPLICATION FOR

CERTIFICATE OF REGISTRATION

OF

Kaye of Rhode Island L.P.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Kaye of Rhode Island L.P.
and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is Not applicable

(If not applicable, so state)

SECOND: It is organized under the laws of Delaware
and the date of its formation is July 16, 1991

THIRD: The general character of the business it proposes to transact in Rhode Island is
See Exhibit "A"

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is The Packet Building, 155 S. Main Street,
Providence, RI 02903-2963
and the name of the agent resident in Rhode Island at that address is
Corporation Service Company

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is

1013 Centre Road

Wilmington

Delaware 19805

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Kaye Corporation of Rhode Island

Address

175 Metro Center Boulevard

Suite 10

Warwick, Rhode Island

02886

Limited Partners

Kaye International L.P.

Address


122 East 42nd Street

4th Floor

New York, NY 10168

Dated 8/5, 1991

Kaye of Rhode Island L.P.
(Exact name of Limited Partnership making application)

By 
(General Partner)
Ned L. Sherwood
President
Kaye Corporation of Rhode Island

State of NEW YORK
County of NEW YORK } Sc.

At New York in said county on this Fifth day of August, 1991, personally appeared before me Ned L. Sherwood, President, Kaye Corporation of Rhode Island, who, being by me first duly sworn, declared that he/she is a General Partner of the Limited Partnership, that he/she signed the foregoing document as a General Partner of the limited partnership, and that the statements therein contained are true.

KERRY JEAN PAZZAGLIA
Notary Public, State of New York
No. 4974142
Qualified in Kings County
Commission Expires Nov. 5, 1992


Notary Public

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Rec'd & Filed AUG 07 1991

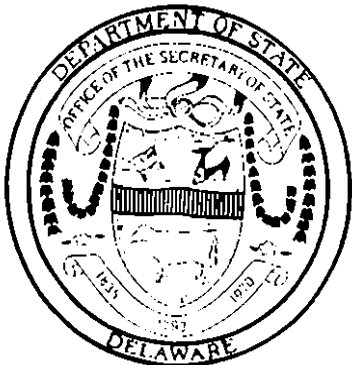
EXHIBIT "A"

The Partnership is organized for the purpose of engaging in any activity and exercising any powers permitted to limited partnerships under the laws of the State of Delaware and for the object and purpose of acquiring, owning, maintaining, operating, managing, selling or disposing of in whole, at any time, or in part, from time to time, and otherwise dealing with insurance brokerage, insurance consulting, claims adjustment and related business, including without limitation, seeking regulatory licenses and permits from the State of Rhode Island and other states, acting as a reinsurance intermediary and engaging in such additional or other activities as the General Partner shall deem necessary or advisable.



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF KAYE OF RHODE ISLAND L.P. FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 1991, AT 9 O'CLOCK A.M.



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

*3133839

DATE:

08/06/1991