

State of South Dakota

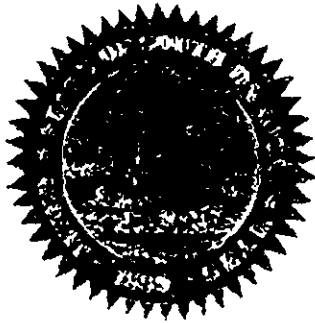


OFFICE OF THE SECRETARY OF STATE

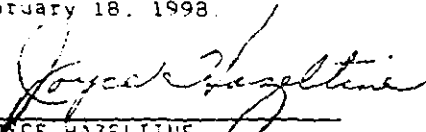
CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of TBS PREMIUM FINANCE CORPORATION (DE) to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state under the name of TBS PREMIUM FINANCE CORPORATION.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this February 18, 1998.


JOYCE HAZELTINE
Secretary of State

SECRETARY OF STATE

FILE NO. _____
RECEIPT NO. RECEIVED

APPLICATION FOR CERTIFICATE OF AUTHORITY

FEB 18 1998

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement

(1) The name of the corporation is CBS Premium Finance Corporation
(Exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is

(3) State where incorporated Delaware Federal Taxpayer

(4) The date of its incorporation is 7/29/97 and the period of its duration, which may be perpetual, is Perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is
1013 Centre Road, Wilmington, Delaware Zip Code 19805

mailing address if different from above is 40 Westminister Street P.O. Box 6687 Providence
Rhode Island Zip Code 02940-6687

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 503 South Pierre Street, Pierre SD Zip 57501
and the name of its proposed registered agent in the State of South Dakota at that address is
Corporation Service Company

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)
To engage in business as an insurance premium finance company and any lawful act or activity incidental thereto.

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
See attached officers/directors rider					

(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:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1,000</u>	<u>Common</u>	<u>-----</u>	<u>\$1.00 par value</u>

7-1002406
6086832

(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:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common	-----	\$1.00 par value
_____	_____	_____	_____
_____	_____	_____	_____

(11) The amount of its stated capital is \$ 1,000

Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated February 6, 19 98

Donna M. McGowan
(Signature) Donna M. McGowan

State of Rhode Island
County of Providence

(Title) President

On this 6th day of February, 19 98 before me Dawn M. Brindamour
personally appeared Donna M. McGowan, known to me, or proved to me, to be
the President of the corporation that is described in and that executed the
within instrument and acknowledged to me that such corporation executed same.

My Commission Expires: 11/4/00

Dawn M. Brindamour
(Notary Public) Dawn M. Brindamour

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the
(name of registered agent)

registered agent for TBS Premium Finance Corporation
(corporate name)

Dated 2-16 19 98

By: [Signature] Asst. VP
(signature of registered agent)

TBS Premium Finance Corporation

Officers

Names	Title	Business Address
Donna M. McGowan	President	40 Westminster Street Providence, RI 02903
Angelo M. Butera	Vice President	40 Westminster Street Providence, RI 02903
Christopher J. Bouley	Assistant Vice President	40 Westminster Street Providence, RI 02903
Linda S. Merican	Secretary	40 Westminster Street Providence, RI 02903
Tanja N. Martin	Assistant Secretary	40 Westminster Street Providence, RI 02903
Heidi Gibson	Assistant Secretary	40 Westminster Street Providence, RI 02903

Directors

Names	Business Address
Stephen A. Giliotti	40 Westminster Street Providence, RI 02903
Dan R. McCullough	40 Westminster Street Providence, RI 02903
Elizabeth C. Perkins	40 Westminster Street Providence, RI 02903

10023000

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



Edw. Hunt

דער זיידע

DATE 02-12-09

08 907 2224

Receipt No: 686853

File Number: FBC21006

CERT OF AUTHORITY

For

TBS PREMIUM FINANCE CORPORATION (DE)

File at the request of:

MARILYN PERSON
819 W THIRD
PIERRE SD 57501

STATE OF SOUTH DAKOTA

OFFICE OF THE SECRETARY OF STATE

SS.

Filed in the office of Secretary of State on

Date February 18, 1998

Joyce Hazelting
Secretary of State

Fee Received \$80.00

SCS CRP 491 10/93

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-1-99
RECEIPT NO. 77250

RECEIVED

FEB 01 1999

S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4.

FB-021006 FEB/00
TBS PREMIUM FINANCE CORPORATION
40 WESTMINSTER ST
PO BOX 6667
PROVIDENCE, RI 02940

Telephone # _____

FAX # _____

Federal Taxpayer ID _____

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the
following month.

* * * * ATTENTION - FILING INSTRUCTIONS * * * *

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

* * * * *

2. It is incorporated under the laws of Delaware and the address of its principal office or registered office in the state of incorporation is 1013 Centre Rd, Wilmington DE Zip + 4 19805

3. The address of its registered office in South Dakota is 523 South Pierre St, Pierre SD Zip + 4 57501

and the name of its registered agent at such address is Corporation Service Company

4. The character of the business in which it is actually engaged in South Dakota Insurance premium finance company

5. The names and addresses of its directors and officers. See attached

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
_____	Director	_____	_____	_____	_____
_____	Director	_____	_____	_____	_____
_____	President	_____	_____	_____	_____
_____	Vice President	_____	_____	_____	_____
_____	Secretary	_____	_____	_____	_____
_____	Treasurer	_____	_____	_____	_____

6. 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.

NUMBER OF SHARES CAN ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>	<u>-</u>	<u>\$1.00 par value</u>

NUMBER OF SHARES ISSUED	CLASS	SERIES	PAR VALUE
<u>1,000</u>	<u>Common</u>	<u>-</u>	<u>\$1.00 par value</u>

8. The amount of its stated capital is \$ 1,000

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated January 28 19 99

By Heidi G. LeCompte
(Signature)

STATE OF Rhode Island
COUNTY OF Providence ss

Its Assistant Secretary
(Title)

I, Patricia A. Johnson, a notary public, do hereby certify that on this 28th day of January 19 99, personally appeared before me Heidi G. LeCompte who, being by me first duly sworn, declared that

he/she is the Assistant Secretary of TBS Premium Finance Corporation that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true

My Commission Expires PATRICIA A. JOHNSON
Notary Public of Rhode Island
(Notarial Seal) My Commission Expires 4/5/01

Patricia A. Johnson
Notary Public

SOS CRP 410 6. 97

1911

1912

TBS Premium Finance Corporation

OFFICERS

<u>Names</u>	<u>Title</u>	<u>Resident Address</u>	<u>Business Address</u>	<u>Other Occupation</u>
Donna M. McGowan	President	55 America Drive Warwick, RI 02889	40 Westminster Street Providence, RI 02903	Vice President-Division Manager Textron Financial Corporation
Donald C. Henderson	Vice President	187 Crest Field Lane N. Kingstown, RI 02852	40 Westminster Street Providence, RI 02903	Vice President - Group Investment Control Textron Financial Corporation
Kathleen A. Smith	Vice President - Tax	200 Cannon St., Unit 152 Cranston, RI 02920	40 Westminster Street Providence, RI 02903	Vice-President-Tax Textron Financial Corporation
Karen A. Fox-Nuri	Assistant Vice President	273 Norwood Avenue Cranston, RI 02905	40 Westminster Street Providence, RI 02903	Operations Manager TBS Insurance Agency Services, Inc.
Linda S. Merican	Secretary	150 West Wrentham Road Cumberland, RI 02864	40 Westminster Street Providence, RI 02903	Division Counsel Textron Financial Corporation
Heidi G. Lecomte	Assistant Secretary	624 Mt. Hope Avenue Fall River, MA 02724	40 Westminster Street Providence, RI 02903	Account Representative TBS Insurance Agency Services, Inc.

DIRECTORS

<u>Names</u>	<u>Resident Address</u>	<u>Business Address</u>	<u>Other Occupation</u>
Stephen A. Elliott	65 Bow Street East Greenwich, RI 02818	40 Westminster Street Providence, RI 02903	President Textron Financial Corporation
Dan R. McCullough	36 Horizon Drive Saunderstown, RI 02874	40 Westminster Street Providence, RI 02903	Senior Vice President Textron Financial Corporation
Elizabeth C. Perkins	195 Arlington Avenue Providence, RI 02906	40 Westminster Street Providence, RI 02903	Senior Vice President, General Counsel and Secretary Textron Financial Corporation

RETURN TO
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

0003202.0957
ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-24-00
RECEIPT NO. 205377

RECEIVED

FEB 24 2000

S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-021006 FEB/1999
TBS PREMIUM FINANCE CORPORATION
40 WESTMINSTER ST
PO BOX 6687
PROVIDENCE RI 02940

Telephone # 401-621-4200

FAX # 401-621-5040

Federal Taxpayer IC

FILING DATE: Due during the month the
Certificate of Authority was issued, and
delinquent after the last day of the
following month.

***** ATTENTION - FILING INSTRUCTIONS *****

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of Delaware and the address of its principal office or registered office in the state of incorporation is 1013 Centre Rd. Wilmington, DE Zip + 4 19805

3. The address of its registered office in South Dakota is 503 South Pierre Street
Pierre, SD Zip + 4 57501

and the name of its registered agent at such address is Corporation Service Company

4. The character of the business in which it is actually engaged in South Dakota To engage in business as an insurance
premium finance company and any lawful act or activity incidental thereto.

5. The names and addresses of its directors and officers

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP + 4
<u>Buell J. Carter, Jr.</u>	Director	<u>40 Westminster Street</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Stephen A. Giliotti</u>	Director	<u>40 Westminster Street</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Donna M. McGowan</u>	President	<u>40 Westminster Street</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Donald C. Henderson</u>	Vice President	<u>40 Westminster Street</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Linda R. Kortick</u>	Secretary	<u>40 Westminster Street</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Kathleen A. Smith</u>	Executive - Vice President Tax	<u>40 Westminster St</u>	<u>Prov.</u>	<u>RI</u>	<u>02903</u>

6. 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

NUMBER OF SHARES CAN ISSUE	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>		<u>1.00</u>

NUMBER OF SHARES ISSUED	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>		<u>1.00</u>

8. The amount of its stated capital is \$ \$1,000.00

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public

Dated 2/17 2000

By Elizabeth C. Perkins
(Signature)
Its Director
(Title)

STATE OF Rhode Island
COUNTY OF Providence ss

I, Kimberley M. DeSouza, a notary public, do hereby certify that on this 17th day of February, 2000, personally appeared before me Elizabeth C. Perkins who, being by me first duly sworn, declared that he/she is the Director of TBS Premium Finance Corporation, that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

My Commission Expires 1/11/2004

Kimberley M. DeSouza
Notary Public

(Notarial Seal)

SOS CRP 410 6/97

Directors, Officers Report

0003202.0957
3/21/00

TBS Premium Finance Corporation

Monday, January 31, 2000

DIRECTORS

Buell J. Carter, Jr.	Director
Primary Address:	40 Westminster Street Providence, RI 02903
Stephen A. Gillotti	Director
Primary Address:	40 Westminster Street Providence, RI 02903
Elizabeth C. Perkins	Director
Primary Address:	40 Westminster Street Providence, RI 02903

OFFICERS

Donna M. McGowan	President
Primary Address:	40 Westminster Street Providence, RI 02903
Donald C. Henderson	Vice President
Primary Address:	40 Westminster Street Providence, RI 02903
Kathleen A. Smith	Vice President - Tax
Primary Address:	40 Westminster Street Providence, RI 02903
Karen A. Fox-Nuri	Assistant Vice President
Primary Address:	40 Westminster Street Providence, RI 02903
Linda R. Kortick	Secretary
Primary Address:	40 Westminster Street Providence, RI 02903
Heidi G. Lecomte	Assistant Secretary
Primary Address:	40 Westminster Street Providence, RI 02903
Linda S. Merican	Assistant Secretary
Primary Address:	4949 SW Meadows Road, Suite 650 Lake Oswego, OR 97035

4550

FOREIGN

FILING FEE \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

RECEIVED

NO 14 38

AD. SEC. of STATE

FB-021006 FEB/200C
TBS PREMIUM FINANCE CORPORATION

40 WESTMINSTER ST
PO BOX 6687
PROVIDENCE RI 02940

Telephone # 41-621-4200

FAX # 401-221-5000

Federal Taxpayer ID

FILING DATE: Due during the month the Certificate of Authority was issued, and delinquent after the last day of the following month.

IF ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

[illegible]

2. It is incorporated under the laws of Delaware and the address of its principal office or registered office in the state of incorporation is 1013 Centre Road, Wilmington, DE Zip +4 19805

3. The address of its registered office in South Dakota is 503 S Pierre Street
Pierre SD Zip +4 57501

and the name of its registered agent at such address is Corporation Service Company
The character of the business in which it is actually engaged in South Dakota To engage in the business as
an insurance premium finance company and any lawful act or activity incidental
The names and addresses of its directors and officers: there are no

5. The names and addresses of its directors and officers.

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP+4
<u>Bruce J. Carter, Jr.</u>	Director	<u>40 Westminister St</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Stephen A. Gustin</u>	Director	<u>40 Westminister St</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Donna M. McGowan</u>	President	<u>40 Westminister St</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Donald C. Henderson</u>	Vice President	<u>40 Westminister St</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Michael E. Harrington</u>	Secretary	<u>40 Westminister St</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>N/A</u>	Treasurer	<u>N/A</u>			

6. The aggregate number of shares which it has authority to issue, itemized by classes, per value of shares, shares without par value, and series, if any, within a class:

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
1,000	Common		\$1.00

7. NUMBER OF SHARES <u>ISSUED</u>	CLASS	SERIES
1,000	Common	01, 00

8. The amount of its stated capital is \$ 1,000.00

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 2/2/01

By John F. Kennedy
(Signature)
As Secretary
(Title)

STATE OF Rhode Island
COUNTY OF Providence

On this the _____ day of _____, 2001, before me, Kimberly M. DeSosa,
personally appeared Michael E. Harrington, known to me, or proved to me,
to be the Secretary of the corporation that is described in and that executed the within
instrument and acknowledged to me that such corporation executed the same.

My Commission Expires 1/1/60

Notary Public

(Notarial Seal)

SOS CRP 03/00

0103208 1225
3/22/01

Directors, Officers Report

TBS Premium Finance Corporation

February 12, 2001

DIRECTORS

Beall J. Carter, Jr. Director
Primary Address: 40 Westminster Street
Providence, RI 02903

Stephen A. Gillett Director
Primary Address: 40 Westminster Street
Providence, RI 02903

Elizabeth C. Perkins Director
Primary Address: 40 Westminster Street
Providence, RI 02903

OFFICERS

Donna M. McGowan President
Primary Address: 40 Westminster Street
Providence, RI 02903

Donald C. Henderson Vice President
Primary Address: 40 Westminster Street
Providence, RI 02903

Kathleen A. Smith Vice President - Tax
Primary Address: 40 Westminster Street
Providence, RI 02903

Karen A. Fox-Nuri Assistant Vice President
Primary Address: 40 Westminster Street
Providence, RI 02903

Michael E. Harrington Secretary
Primary Address: 40 Westminster Street
Providence, RI 02940

Boldi G. Lecomte Assistant Secretary
Primary Address: 40 Westminster Street
Providence, RI 02903

Linda S. Merican Assistant Secretary
Primary Address: 4949 SW Meadows Road, Suite 650
Lake Oswego, OR 97035

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INK

FILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

FILE DATE 2-19-02
RECEIPT NO. 1073593
FEB 19 '02
S.D. SEC. OF STATE

1. Corporate Name and Mailing Address, including Zip + 4:

FB-021006
TBS Premium Finance Corporation
40 WESTMINSTER ST
PO Box 6687
PRINCEDENCE RT 02940

Telephone # 401-621-4200
FAX # 401-621-5840
Federal Taxpayer ID #
FILING DATE: Due during the month of
Certificate of Authority was issued, and
delinquent after the last day of the following
month.

*** ATTENTION - FILING INSTRUCTIONS ***

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. Any change requires full completion of the form.



ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.

2. It is incorporated under the laws of DELAWARE and the address of its principal office or registered office in the state of incorporation is 2711 Centerville Road Suite 400 Wilmington DE Zip + 4 19808

3. The address of its registered office in South Dakota is 503 S Pierre Street Zip + 4 57501
and the name of its registered agent at such address is Corporation Service Company

4. The character of the business in which it is actually engaged in South Dakota Insurance Premium Financing

5. The names and addresses of its directors and officers:

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP
<u>See attached List</u>	Director				
	Director				
	President				
	Vice President				
	Secretary				
	Treasurer				

6. 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:
NUMBER OF SHARES CAN ISSUE 1,000 CLASS Common SERIES - PAR VALUE OR STATE THAT SHARES ARE \$1.00

7. NUMBER OF SHARES ISSUED 1,000 CLASS Common SERIES - PAR VALUE \$1.00

8. The amount of its stated capital is \$ 1,000.00

The report must be signed by the chairman of the board of directors, or its president, or any other officer in the presence of a notary public.

Dated 2/14/02

STATE OF Rhode Island

COUNTY OF Providence

On this the 14th day of February, 20 02, before me,

personally appeared Michael P. Hawthorn

to be the Secretary

instrument and acknowledged to me that such corporation executed the same.

1/1/2001
My Commission Expires

(Notarial Seal)

M. DeSouss
(Signature)
Secretary
(Title)
Kimberley M. DeSouss
known to me, or proved to me,
of the corporation that is described in and that executed the within
Kimberley M. DeSouss
(Notary Public)

FBAR.PDF

Directors, Officers Report

TES Premium Finance Corporation

February 12, 2002

DIRECTORS

Buell J. Carter, Jr. Director
Primary Address: 40 Westminister Street
Providence, RI 02903

Stephen A. Giliotti Director
Primary Address: 40 Westminster Street
Providence, RI 02903

Elizabeth C. Perkins **Director**
Primary Address: 40 Westminister Street
Providence, RI 02903

OFFICERS

Donna M. McGowan President
Primary Address: 40 Westminister Street
Providence, RI 02903

Donald C. Henderson Vice President
Primary Address: 40 Westminster Street
Providence, RI 02903

Kathleen A. Smith Vice President - Tax
Primary Address: 40 Westminister Street
Providence, RI 02903

Karen A. Fox-Nuri Assistant Vice President
Primary Address: 40 Westminster Street
Providence, RI 02903

Michael E. Harrington Secretary
Primary Address: 40 Westminister Street
Providence, RI 02940

Heidi G. Lecomte Assistant Secretary
Primary Address: 40 Westminster Street
Providence, RI 02903

Linda S. Merican Assistant Secretary
Primary Address: 4949 SW Meadows Road, Suite 650
Lake Oswego, OR 97035

2003

ANNUAL REPORT

FOREIGN
PLEASE TYPE OR USE BLACK INKFILING FEE: \$25 MAKE CHECK PAYABLE TO SECRETARY OF STATE
ADDITIONAL PENALTY FEE OF \$50 APPLIES TO ALL LATE FILINGS

1. Corporate Name and Mailing Address:

*FB021006*
FB021006 FEB/2002
TBS PREMIUM FINANCE CORPORATION
40 WESTMINSTER ST
PO BOX 6687
PROVIDENCE RI 02940

Telephone # 401-621-4200

FAX # 401-621-4200

Federal Taxpayer ID

FILING DATE: Due during the month the
Certificate of Authority was issued, and delinquent
after the last day of the following month.

FILE DATE 2-10-03

RECEIPT NO. 1187537

RECEIVED

FEB 10 03

S.D. SEC. OF STATE

* * * * ATTENTION - FILING INSTRUCTIONS * * * *

If ALL of the information is identical as set forth in the prior report, you may check the box below and sign the report in the presence of a notary public. ANY CHANGE requires full completion of the form.

☐ ALL OF THE INFORMATION REQUIRED ON THE ANNUAL REPORT IS IDENTICAL AS SET FORTH IN THE PRIOR REPORT.2. It is incorporated under the laws of Delaware and the address of its principal office or registered office in the state of incorporation is 2711 Centerville Rd, Ste 400, Wilmington DE Zip - 4 198083. The address of its registered office in South Dakota is 503 S. Pierre St, Pierre, SD Zip - 4 57501and the name of its registered agent at such address is Corporation Service Company4. The character of the business in which it is actually engaged in South Dakota Insurance premium financing5. The names and addresses of its directors and officers: See attached list

NAME	OFFICE	STREET ADDRESS	CITY	STATE	ZIP-4
<u>Stephen A. Bilotti</u>	Director	<u>46 Westminster St, Providence, RI</u>	<u>Providence</u>	<u>RI</u>	<u>02903</u>
<u>Bruce J. Carter, Jr.</u>	Director	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>John F. Carey</u>	President	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>Donald C. Henderson</u>	Vice President	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>Michael E. Harrington</u>	Secretary	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>
<u>"</u>	Treasurer	<u>"</u>	<u>"</u>	<u>"</u>	<u>"</u>

6. 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:

NUMBER OF SHARES CAN ISSUE (authorized)	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>	<u>"</u>	<u>\$1.00</u>

7. NUMBER OF SHARES ISSUED

NUMBER OF SHARES ISSUED	CLASS	SERIES	PAR VALUE OR STATE THAT SHARES ARE NO PAR VALUE
<u>1,000</u>	<u>Common</u>	<u>"</u>	<u>\$1.00</u>

8. The amount of its stated capital is \$ 1,000.00

The report must be signed by the chairman of the board of directors, its president, or any other officer in the presence of a notary public.

Dated 2/5/03By Kimberley M. DeSno

(Signature)

Its Assistant Secretary

(Title)

STATE OF Rhode IslandCOUNTY OF ProvidenceOn this the 5th day of February, 20 03, before me, Kimberley M. DeSno, known to me, or proved to me,to be the Asst. Secretary of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed the same.My Commission Expires 1/11/2004

(Notarial Seal)

Notary Public

RETURN TO: SECRETARY OF STATE, 500 E. CAPITOL, PIERRE, S.D. 57501-5077

PHONE: 605-773-4845 FAX (605) 773-4550

www.state.sd.us/sos/sos.htm

SOS CRP 03/00

0303220.1153
3/20/03

Directors, Officers Report

TBS Premium Finance Corporation

Friday, January 31, 2003

DIRECTORS

Buell J. Carter, Jr.	Director
Stephen A. Giliotti	Director
Elizabeth C. Perkins	Director

OFFICERS

John F. Carey	President
Kathleen A. Smith	Vice President - Tax
Donald C. Henderson	Senior Vice President
Karen A. Fox-Nuri	Assistant Vice President
Michael E. Harrington	Secretary
Heidi G. Lecomte	Assistant Secretary
Linda S. Merican	Assistant Secretary

Receipt Number: 1177876

File Number **FB021006**



APPLICATION FOR WITHDRAWAL

For

TBS PREMIUM FINANCE CORPORATION (DE)

Filed at the request of

TEXTRON FINANCIAL
PO BOX 6687
PROVIDENCE RI 02940

State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: Thursday, January 30, 2003

Chi Nelson

Secretary of State

Fee Received 510 00

State of South Dakota



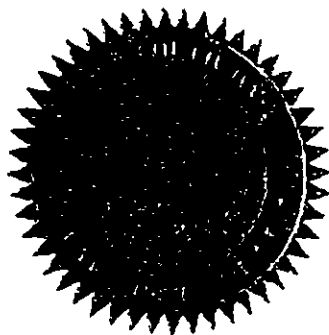
OFFICE OF THE SECRETARY OF STATE Certificate of Withdrawal

ORGANIZATIONAL ID #: FB021006

I, Chris Nelson, Secretary of State of the State of South Dakota, hereby certify that duplicate of the application for Withdrawal from South Dakota for **TBS PREMIUM FINANCE CORPORATION (DE)** duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Withdrawal and attach hereto a duplicate of the Application for Withdrawal.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 30, 2003.



Chris Nelson

Chris Nelson
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

0304322.0510
APPLICATION FOR
CERTIFICATE OF WITHDRAWAL

RECEIVED
JAN 30 03
S.D. SEC. OF STATE

Pursuant to the provisions of the South Dakota Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Withdrawal from your State, and for that purpose submits the following statements:

1. The name and address of the corporation is TBS Premium Finance Corporation, 40 Westminister Street, Providence, RI

02903

2. It is incorporated under the laws of the state of Delaware

3. That this corporation is not doing or engaging in any business in this state, and hereby surrenders its authority to transact business in South Dakota.

4. It revokes the authority of its registered agent in your State to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in your State during the time the corporation was authorized to transact business in your State may thereafter be made on the corporation by service thereof on the Secretary of State of your State.

5. The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is _____

c/o Textron Financial Corporation, PO Box 6687, Providence, RI 02940

6. 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, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common	--	\$1.00

7. 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, as of this date is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common	--	\$1.00

(8) The amount of its stated capital as of this date is \$ 1,000

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 1/21/03

Charles J. McCarty
(Signature)

Assistant Secretary
(Title)

STATE OF Rhode Island

COUNTY OF Providence

I, Kimberly M. DeLong, a notary public, do hereby certify that on this 21st day of January, 2003, personally appeared before me Heidi A. Leung who, being by me first duly sworn, declared that he/she is the Asst. Secretary of TBS Premium Finance Corporation, that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

1/21/2003
My Commission Expires

Kimberly M. DeLong
(Notary Public)

Filing Fee: \$10

*** An Original and one exact or conformed copy must be submitted. ***

wd.doc