

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY OF

GLENLAKE INSURANCE AGENCY, INC. OF KENTUCKY
File number C 130126

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, 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 issue this Certificate of Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: August 19, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herald*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

Aug 19 12 54 PM '99

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Glenlake Insurance Agency, Inc. of Kentucky
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Kentucky
4. Its date of incorporation is 12/10/98
5. The address of its principal office is 6716 Grade Lane, Suite 903, Louisville, Kentucky 40213
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: August 5, 1999

Glenlake Insurance Agency, Inc. of
Kentucky
(Corporation name)

By

William C. Hitchcox
William C. Hitchcox

Its President
(specify capacity of signer)

Customer Acct #

IDAHO SECRETARY OF STATE

(If using pre-paid account)

CK: 101090247 CTT 69776 BN: 243414

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 130126

g:\corpforms\ACA2.ppt6 Revised 4/97

GLENLAKE INSURANCE AGENCY, INC.

UPS Capital Corporation
100% Stockholder
55 Glenlake Pkwy. N.E.
Atlanta, GA 30328

Robert J. Bernabucci
Director
625 Kensington Farms Dr.
Alpharetta, GA 30004
SS # 049-44-2217
D.O.B. 11/17/51

Catherine B. Harrison
Secretary
421 Superior Ave.
Decatur, GA 30030
SS # 230-74-5301
D.O.B. 3/9/62

John J. Beystehner
Director
1023 Cherbury Ln.
Alpharetta, GA 30022
SS # 327-42-6438
D.O.B. 11/7/51

Thomas W. Delbrook
Director
1518 Maplewood Ct.
Woodstock, GA 30188
SS # 162-54-0063
D.O.B. 1/7/66

William C. Hitchcox
President & Director
570 Valley Hall Dr.
Atlanta, GA 30350
SS # 414-08-4761
D.O.B. 12/11/58

L. David Mounts
Vice Pres., Treasurer & Director
3925 River Landing Way
Atlanta, GA 30350
SS # 530-62-4222
D.O.B. 8/30/63

Maurice M. Agresta
Asst. Secy & Asst. Treas.
10265 Brier Mill Ct.
Alpharetta, GA 30022
SS # 146-56-9690
D.O.B. 9/28/54

Eugene A Pica
Asst. Secy & Asst. Treas.
402 Ranger Passage
Alpharetta, GA 30005
SS # 119-44-2937
D.O.B. 2/12/52

Business Address for All:

55 Glenlake Pkwy. N.E.
Atlanta, GA 30328



John Y. Brown III
Secretary of State

Certificate of Existence

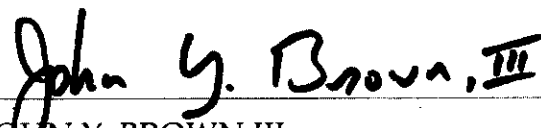
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

GLENLAKE INSURANCE AGENCY, INC. OF KENTUCKY

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is December 10, 1998 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 18th day of August, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Tmorgan/0465916

Glenlake Insurance Agency, Inc.

55 Glenlake Parkway NE

Atlanta, GA 30328

CONSENT TO USE OF NAME

Glenlake Insurance Agency, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), hereby consents to the organization and qualification of Glenlake Insurance Agency, Inc. of Kentucky in the State of Delaware and in any other State where it may wish to do business.

IN WITNESS WHEREOF, the Company has caused this Consent to be executed this 28th day of June, 1999.

GLENLAKE INSURANCE AGENCY, INC.,

a Delaware corporation

By: _____


William B. Hitchcox
President
