

F95000005392
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ADMAR CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

800001622028
-10/27/95--01018--026
****100.00 ****100.00

MICHAEL V. FREEMAN
(Name of Person)

ADMAR CORPORATION
(Firm/Company)

1551 N. Tustin Ave. Suite 300
(Address)

Santa Ana, CA 92705
(City/State/Zip)

800001631316
-11/07/95--01093--021
***1200.00 ***1200.00

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Should you need to call someone concerning this matter, please call:

MICHAEL V. FREEMAN at (714) 953-9600
(Name of Person) (Area Code & Daytime Telephone Number)

mtm

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 27, 1995

MICHAEL V. FREEMAN
% ADMAR CORPORATION
1551 N. TUSTIN AVE., STE 300
SANTA ANA, CA 92705

SUBJECT: ADMAR CORPORATION
Ref. Number: W95000021457

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We have received your document for ADMAR CORPORATION and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice

chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 595A00048371

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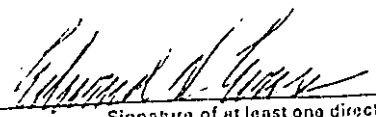
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SERIALIZED FILED
NOV 3 1995
FBI - TAMPA

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned VICE PRESIDENT OF FINANCE, do hereby certify that this Resolution of the Board of Directors of ADMAR CORPORATION a corporation duly organized and existing under the laws of the State of CALIFORNIA was duly adopted on OCTOBER 10, 19 73.

Resolved, that ADMAR CORPORATION, organized and existing in the State of CALIFORNIA, hereby adopts the name ADMAR CORPORATION OF CALIFORNIA for use in Florida.

Dated: NOVEMBER 1, 1995



Signature of at least one director
EDWARD K. EVANS

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ADMAR CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA (State or country under the law of which it is incorporated)
3. 95-2858446 (FEI number, if applicable)

4. October 10, 1973 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. August, 1994 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 2907 Bay to Bay Blvd. #102
Tampa, Florida 33629 (Current mailing address)

8. Market managed healthcare products (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
D.F. Hickey, Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12 Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

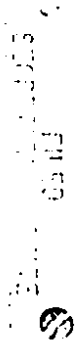
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Edward K. Evans*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. EDWARD K. EVANS CFO/VP FINANCE
(Typed or printed name and capacity of person signing application)

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SECRET FIDELITY



95 NOV -3 AM 11:21 OFFICERS AND DIRECTORS

OFFICERS

Richard T. Toral	1551 N. Tustin Avenue, Santa Ana, CA 92705	President & Chief Executive Officer
Virginia Pascual	1551 N. Tustin Avenue, Santa Ana, CA 92705	Chief Administrative Officer
Edward K. Evans	1551 N. Tustin Avenue, Santa Ana, CA 92705	Vice President, Finance
Stephen B. Goodell	1551 N. Tustin Avenue, Santa Ana, CA 92705	President, Benefit Plan Administrators, Inc.
P. J. Kehoe	1551 N. Tustin Avenue, Santa Ana, CA 92705	Vice President, MIS

BOARD OF DIRECTORS

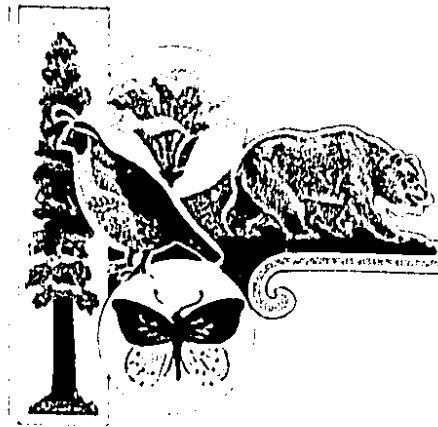
Richard H. Toral	
Virginia Pascual	
John K. Tillotson, M.D.	5111 Middlebrook Ct., Santa Rosa, CA 95404

OWNERSHIP

Richard T. Toral = 36.3%
Virginia Pascual = 3.8%
Edward K. Evans = 1.6%



State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 2nd day of October, 1995

ADMAR CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 12th day of October, 1995



Bill Jones
BILL JONES
Secretary of State

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