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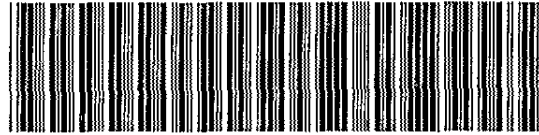
(Business Entity Name)

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 4233001-4329169

AUTHORIZATION :

COST LIMIT : \$ 87.50

04 FEB 18 PM 3 52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 3, 2004

ORDER TIME : 10:23 AM

ORDER NO. : 423300-005

CUSTOMER NO: 4329169

CUSTOMER: Ms. Tina L. Koseck
Foley & Lardner
Suite 2800
321 N. Clark Street
Chicago, IL 60610

FOREIGN FILINGS

NAME: HEALTH CARE SERVICE
CORPORATION

XXXX QUALIFICATION (TYPE: IN)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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. Health Care Service Corporation, a Mutual Legal Reserve Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois 3. 36-1236610
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/1/1936 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 300 East Randolph, Chicago, Illinois 60601
(Principal office address)

300 East Randolph, Chicago, Illinois 60601
(Current mailing address)

8. SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Cynthia L. Harris
as its agent

Cynthia L. Harris
(Registered agent's signature)

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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE EXHIBIT B ATTACHED HERETO AND MADE A PART HEREOF

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE EXHIBIT B ATTACHED HERETO AND MADE A PART HEREOF

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. Hugo Tagli

(Signature of Director or Officer listed in number 12 of the application)

14. Hugo Tagli, Jr., Senior Vice President, Chief Legal Officer and Secretary

(Typed or printed name and capacity of person signing application)

EXHIBIT A

HEALTH CARE SERVICE CORPORATION, A MUTUAL LEGAL RESERVE COMPANY

8. The object for which the Corporation is founded is to do all things necessary, proper or convenient for the purpose of promoting, establishing, maintaining and operating a non-profit health care service plan as authorized by the laws of the State of Illinois for the provision of the types of benefits authorized in Section 5/4 of chapter 215 of the Illinois Compiled Statutes (Class 1, Clause b). The Corporation will continue to provide health care and related services to subscribers or members by health care contracts or policies and may make provision for the payment for such health care services directly to hospitals or other agencies or institutions or natural persons rendering such health care service or related services or may make direct payment to the member or subscriber. The Corporation will also engage in programs directed toward favorably affecting cost, quality and accessibility of health care.

EXHIBIT B

HEALTH CARE SERVICE CORPORATION, A MUTUAL LEGAL RESERVE COMPANY

Item 12: Names and Business Addresses of officers and directors

Directors

Juliann S. Bluitt, D.D.S.
Lee E. Bray
Timothy Burke
Milton Carroll
Robert T. Clark
James R. Corrigan
William H. Dailey
Tieman H. Dippel, Jr.

Maria Elena A. Flood
Jack A. Griggs, Ph.D.
Raymond F. McCaskey
Earl J. Oliver
Alejandra Mercedes Perez-Tamayo
Marlin Ray Perryman
Kenneth J. Rudnick
James W. Wagner

Executive Officers/Position

Raymond F. McCaskey
Ray A. Angeli

Gail K. Boudreaux
Denise A. Bujak
Tara D. Gurber

Patricia A. Hemingway Hall
Patrick E. Moroney
Larry J. Newsom

Patrick F. O'Connor
Hugo Tagli, Jr.
Elizabeth Watrin
Sherman M. Wolff

President & CEO
Senior Vice President
Subscriber Services Division
President, Illinois Division
Senior Vice President and Chief Financial Officer
Senior Vice President
Compliance & Internal Audit
President, Texas Division
Senior Vice President and Chief Information Officer
Senior Vice President, HCSC
CEO, Life Subsidiaries
Senior Vice President and Chief Human Resources Officer
Senior Vice President, Chief Legal Officer and Secretary
President, New Mexico Division
Executive Vice President and Chief Operating Officer

Address

Health Care Service Corporation, a Mutual Legal Reserve Company
300 East Randolph
Chicago, Illinois 60601

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



WHEREAS, the **HEALTH CARE SERVICE CORPORATION**, A Mutual Legal Reserve Company located at **CHICAGO** in the State of **ILLINOIS** was incorporated pursuant to the provisions of the "**Illinois Insurance Code**" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby certify that the said Company is authorized to transact its appropriate business as set forth under Clause(s) **(b) Accident & Health of Class 1** of Section 4 of the "**Illinois Insurance Code**" in this State, in accordance with the laws thereof.



IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 4th day of February, 2004.

J. Anthony Clark
J. Anthony Clark
Director