

F07000002372

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

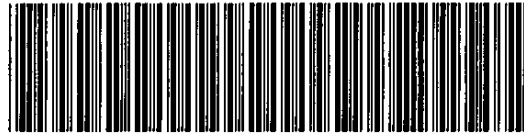
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Page 11
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FROM
ORDER

(SB)

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY -1 PM 1:48

FILED

PENINSULAR LIFE INSURANCE COMPANY, P00000117806, A FLORIDA CORPORATION
DOMESTICATED TO THE STATE OF PENNSYLVANIA UNDER THE NAME OF PENINSULA
R LIFE INSURANCE COMPANY, F07000002372. THIS REDOMESTICATION IS DEEME
D A MERGER PURSUANT TO SECTION 607.1107(5), FLORIDA STATUTES - FILED 5
/1/07

CO. 5-3

PENINSULAR LIFE INSURANCE COMPANY

Office Address: 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401

Mailing Address: 19 North Main Street, Wilkes-Barre, Pennsylvania 18711

April 27, 2007

VIA OVERNIGHT MAIL

Ms. Karen Beyer
Florida Secretary of State-Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Application for Qualification as a Foreign Corporation
Peninsular Life Insurance Company

Dear Ms. Beyer:

Enclosed please find Peninsular Life Insurance Company's Application for Qualification as a Foreign Corporation together with a check in the amount of \$87.25 representing the filing fee for the application and the fee for an additional Certificate of Status. As we discussed on Wednesday, April 25, 2007, the Commonwealth of Pennsylvania Department of Insurance and Department of State have approved Peninsular Life Insurance Company's application to redomesticate the company from the State of Florida to the Commonwealth of Pennsylvania.

In accordance with the Amended Consent Order promulgated by the Florida Office of Insurance Regulation on April 13, 2007, Peninsular Life Insurance Company must demonstrate evidence of redomestication to the Florida Office of Insurance Regulation no later than May 1, 2007, by submitting the following documentation:

1. Amended and Restated Articles of Incorporation;
2. A Certificate of Authority as a Domestic Insurer issued by the Commonwealth of Pennsylvania; and
3. A Certificate of Good Standing as a Foreign Corporation issued by the Florida Secretary of State-Division of Corporations.

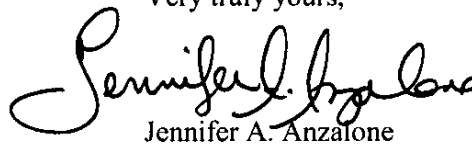
The Pennsylvania Department of Insurance approved the redomestication on April 18, 2007, and the Department of State approved the redomestication on April 19, 2007 as evidenced by the documents enclosed herewith. However, Peninsular Life Insurance Company has not yet received the Certificate of Authority as a Domestic Insurer issued by the Commonwealth of Pennsylvania or certified copy of same in support of the Application for Qualification as a Foreign Corporation.

In lieu of the Florida Office of Insurance Regulation's deadline of May 1, 2007 for submission of the above referenced items, we ask that you kindly review the enclosed application and supportive materials and issue a Certificate of Good Standing as a Foreign Corporation to Peninsular Life Insurance Company. Upon receipt of the certified copy of the Certificate of Authority as a Domestic Insurer issued by the Commonwealth of Pennsylvania, we will promptly

forward same to your attention via overnight mail. We would greatly appreciate if you could send the additional Certificate of Good Standing as a Foreign Corporation directly to the Florida Office of Insurance Regulation.

We truly appreciate your continued cooperation and courtesy with this matter. Should you have any questions or concerns, please do not hesitate to contact me at 570-200-6467 or at Jennifer. Anzalone@bcnepa.com. Thank you for your assistance.

Very truly yours,



Jennifer A. Anzalone

cc: Ms. Amanda Parnell, Florida Office of Insurance Regulation *(via e-mail)*
Ms. Valerie Reglat, Florida Office of Insurance Regulation *(via e-mail)*

Enclosures: Application for Qualification as a Foreign Corporation
Filing Fee Payment
Date-stamped Articles of Domestication Approved by the Commonwealth of Pennsylvania Department of State, including Peninsular Life Insurance Company's Amended and Restated Articles of Incorporation, Amended Consent Order issued by the Florida Office of Insurance Regulation, and Decision and Order issued by Commonwealth of Pennsylvania Department

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Peninsular Life Insurance Company
(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:

Karen A. Kaminskas

(Name of Person)

Peninsular Life Insurance Company

(Firm/Company)

19 North Main Street

(Address)

Wilkes-Barre, PA 18711

(City/State and Zip code)

For further information concerning this matter, please call:

Jennifer A. Anzalone

(Name of Person)

at (7570) 200-6467

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
| | + \$8.75 for an
additional Certificate
of Status | | |

**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. Peninsular Life Insurance 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. Pennsylvania 3. 59-039-7210
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 19, 2007 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 19 North Main Street, Wilkes-Barre, PA 18711
(Principal office address)

19 North Main Street, Wilkes-Barre, PA 18711
(Current mailing address)

8. The Business of Insurance
(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 NOT acceptable)

Name: Commissioner of Insurance

Office Address: 200 East Gaines Street

Tallahassee, Florida 32399
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

N/A
(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: John P. Moses

Address: 19 North Main Street

Wilkes-Barre, PA 18711

Vice Chairman: N/A

Address: _____

Director: Frank E. Apostolico

Address: 19 North Main Street

Wilkes-Barre, PA 18711

Director: John H. Graham

Address: 19 North Main Street

Wilkes-Barre, PA 18711

B. OFFICERS

President: Denise S. Cesare

Address: 19 North Main Street

Wilkes-Barre, PA 18711

Vice President: Karen A. Kaminkas

Address: 19 North Main Street

Wilkes-Barre, PA 18711

Secretary: Edwin R. Goodlander

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Treasurer: J. Kenneth Suchoski

Address: 19 North Main Street, Wilkes-Barre, PA 18711

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

13. 

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

14. Karen A. Kaminkas

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

FILED
2007 MAY -1 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Vice President: William C. Reed

Address: 19 North Main Street, Wilkes-Barre, PA 18711

B. OFFICERS

Director: Denise S. Cesare

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Director: Gary F. Lamont

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Director: John J. Menapace

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Director: John P. Moses

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Director: William C. Reed

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Director: Gary F. Lamont

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Director: J. Kenneth Suchoski

Address: 19 North Main Street, Wilkes-Barre, PA 18711

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, Randolph L. Rohrbaugh, Acting Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

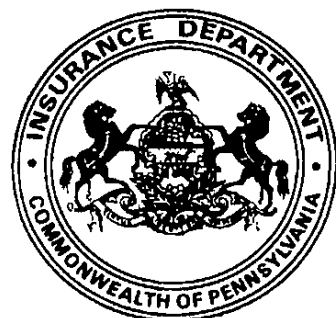
PENINSULAR LIFE INSURANCE COMPANY

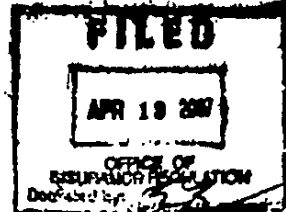
located in Wilkes-Barre, Pennsylvania, is duly organized under the laws of this Commonwealth as a domestic stock life insurance company and is authorized to issue policies and transact the business of insurance as mentioned in Section 202, subdivision (a), paragraphs (1) Life and Annuities and (2) Accident and Health, of the Act approved May 17, 1921, P.L. 682, as amended.

In Witness Whereof, I have hereunto set my hand and caused my official seal to be affixed this 1st day of May, 2007.

A handwritten signature in cursive script, reading "Randolph L. Rohrbaugh".

Randolph L. Rohrbaugh
Acting Insurance Commissioner





OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 88474-06-CO

UNIVERSAL MANAGED CARE, INC.,
(acquisition and redomestication of
PENINSULAR LIFE INSURANCE COMPANY)

AMENDED CONSENT ORDER

THIS CAUSE came on for consideration as a result of the agreement between the OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE"), UNIVERSAL MANAGED CARE, INC. (hereinafter referred to as "UMC"), and PENINSULAR LIFE INSURANCE COMPANY (hereinafter referred to as "PENINSULAR") to amend the Consent Order approving the acquisition and redomestication of PENINSULAR in Case No. 88474-06, filed by the OFFICE on December 15, 2006, (hereinafter referred to as the December 2006 Consent Order), and attached hereto as Exhibit "A". The OFFICE having considered said amendment and being otherwise fully advised in the premises, finds as follows:

1. The OFFICE has jurisdiction over the parties and the subject matter herein.
2. PENINSULAR is a Florida domestic insurer, and is subject to regulation by the

OFFICE, pursuant to the Florida Insurance Code.

3. The OFFICE, PENINSULAR, and UMC agree that upon the execution of this Amended Consent Order, PENINSULAR and UMC shall be subject to the terms and conditions contained herein.

4. Paragraph 15 of the December 2006 Consent Order states that, "Documents still pending regarding PENINSULAR's redomestication shall be provided to the OFFICE no later than March 31, 2007, and include: (1) PENINSULAR's Amended & Restated Articles of Incorporation, (2) a certified copy of PENINSULAR's Certificate of Authority as a domestic insurer issued by the state of Pennsylvania, (3) a Certificate of Good Standing from the Florida Secretary of State indicating that PENINSULAR is a foreign insurer."

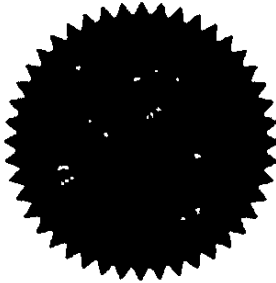
5. PENINSULAR, UMC, and the OFFICE now agree that an additional thirty (30) days to provide documents evidencing PENINSULAR's redomestication to the state of Pennsylvania will be approved by the OFFICE. Accordingly, this documentation must be filed with the OFFICE no later than May 1, 2007.


6. The parties agree that this Amended Consent Order will be deemed to be executed when the Commissioner has signed a copy of this Amended Consent Order bearing the signatures of PENINSULAR and UMC or their authorized representatives, notwithstanding the fact that the copy was transmitted to the OFFICE electronically or via facsimile machine.

7. PENINSULAR and UNIVERSAL agree that the signatures of their authorized representatives as affixed to this Amended Consent Order shall be under seal of a notary public.

THEREFORE, all other terms and conditions contained in the December 2006 Consent Order, not otherwise modified as above, shall remain in full force and effect, and all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 15th day of April, 2007.




Kevin M. McCarty
Commissioner
Office of Insurance Regulation

By execution hereof, UNIVERSAL MANAGED CARE, INC. consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions hereof. The undersigned represents that he or she has the authority to bind UNIVERSAL MANAGED CARE, INC. to the terms and conditions of this Consent Order.

UNIVERSAL MANAGED CARE, INC.

By: Edwin R. Goodlander

Corporate Seal

Print Name: Edwin R. Goodlander

Title: General Counsel and Secretary

Date: April 11th, 2007

STATE OF Pennsylvania

COUNTY OF Luzerne

The foregoing instrument was acknowledged before me this 11th day of April, 2007,

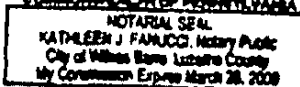
by Edwin R. Goodlander as

(name of person)

officer
(Type of authority...e.g. affiant, witness, attorney-in-fact)

for Universal Managed Care, Inc.
(company name)

Kathleen J. Fannucci
(Signature of the Notary Public for Pennsylvania)



(Print, Type or Stamp Completed Name of Notary)

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

My Commission:

Expires 3-28-09

[NOTARIAL SEAL]

By execution hereof, PENINSULAR LIFE INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind PENINSULAR LIFE INSURANCE COMPANY to the terms and conditions of this Consent Order.

PENINSULAR LIFE INSURANCE COMPANY

By: Edwin R. Goodlander

Corporate Seal

Print Name: Edwin R. Goodlander

Title: VP, Secretary and General Counsel

Date: April 11, 2007

STATE OF Pennsylvania

COUNTY OF LUZERNE

The foregoing instrument was acknowledged before me this 11th day of April, 2007.

by Edwin R. Goodlander as officer
(name of person) (type of authority...e.g. officer, trustee, attorney-in-fact)

for PENINSULAR LIFE Insurance Company
(company name)

Kathleen J. Fanucci
(Signature of the Notary)

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
KATHLEEN J. FANUCCI, Notary Public
City of Wilkes Barre, Luzerne County
My Commission Expires March 28, 2009

(Print, Type or Stamp Commissioned Name of Notary)

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

[NOTARIAL SEAL]

My Commission Expires 3-28-09

COPIES FURNISHED TO:

Edwin R. Goodlander
Vice President, Secretary, and General Counsel, Peninsular Life Insurance Company
Secretary and General Counsel, Universal Managed Care, Inc.
19 North Main Street
Wilkes-Barre, PA 18711

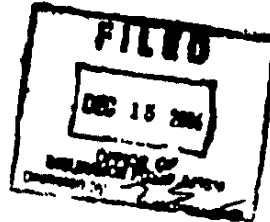
Linda S. Kaiser, Esq.
Coxen O'Connor
1900 Market Street
Philadelphia, PA 19101
E-Mail: lkaiser@cooxen.com

Jennifer A. Anzalone, Esq.
Corporate Counsel
Blue Cross of Northeastern Pennsylvania
19 N. Main Street
3rd Floor
Wilkes-Barre, Pennsylvania 18711
Email: jennifer.anzalone@bcncpa.com

Al Willis, Director
Life & Health Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
319B, Larson Building
Tallahassee, Florida 32399-0327
E-Mail: al.willis@fdoh.com

Amanda Parnell, Assistant General Counsel
Office of Insurance Regulation
Legal Services Office
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E-Mail: amanda.parnell@fdoh.com

Valerie Regist, Examiner
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Tallahassee, Florida 32399-0327
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OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 88474-06-CO

UNIVERSAL MANAGED CARE INC.,
(acquisition and redomestication of
PENINSULAR LIFE INSURANCE COMPANY)

CONSENT ORDER

THIS CAUSE came on for consideration upon the filing by UNIVERSAL MANAGED CARE, INC. (hereinafter referred to as "APPLICANT"), a Pennsylvania corporation, with the OFFICE OF INSURANCE REGULATION (hereinafter referred to as "OFFICE") of an application for approval of the acquisition of one hundred percent (100%) of the outstanding voting securities of PENINSULAR LIFE INSURANCE COMPANY (hereinafter referred to as "PENINSULAR"), a licensed Florida domestic insurer, pursuant to Section 628.461, Florida Statutes, and the simultaneous filing by APPLICANT of an application for approval to subsequently redomesticate PENINSULAR to Pennsylvania pursuant to Sections 628.525 and 628.530, Florida Statutes. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the OFFICE finds as follows:



1. The OFFICE has jurisdiction over the subject matter and over the parties herein.

2. APPLICANT has applied for and, subject to the terms and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of approval of the acquisition of all the outstanding voting securities of PENINSULAR and the subsequent redomiciliation of PENINSULAR to Pennsylvania.

3. PENINSULAR is a licensed life and health insurer domiciled in the State of Florida, which is subject to the jurisdiction and regulation of the OFFICE pursuant to the Florida Insurance Code. Presently, one hundred percent (100%) of the outstanding PENINSULAR common stock is owned by AMERICAN PIONEER LIFE INSURANCE COMPANY (hereinafter referred to as "APLIC"), a Florida domiciled life and health insurer, who is in turn wholly-owned by AMERICAN EXCHANGE LIFE INSURANCE COMPANY (hereinafter referred to as "AELIC"), a Texas domiciled insurer. APPLICANT is wholly-owned by HOSPITAL SERVICES ASSOCIATION OF NORTHEASTERN PENNSYLVANIA d/b/a BLUE CROSS OF NORTHEASTERN PENNSYLVANIA (hereinafter referred to as "BCNEPA"), a Pennsylvania domiciled insurer.

4. On September 13, 2006, APPLICANT submitted application to the OFFICE. The application represents that APPLICANT entered into a Stock Purchase Agreement dated September 8, 2006, with PENINSULAR, APLIC and AELIC to purchase of all the outstanding common stock of PENINSULAR. The purchase funds will be obtained from APPLICANT's parent, BCNEPA, via a cash capital contribution equal to or greater than the purchase price. BCNEPA will use its existing assets for said capital contribution.

5. Further, the application represents that APPLICANT is simultaneously seeking approval for the subsequent redomestication of PENINSULAR to Pennsylvania. Following such redomestication, PENINSULAR plans to merge with Significa Insurance Group, Inc., a Pennsylvania domestic health insurer and an affiliate of APPLICANT. PENINSULAR would be the surviving entity of said merger. PENINSULAR would then change its name to Significa Insurance Group, Inc.

6. PENINSULAR, APPLICANT, and BCNEPA have all made material representations that, except for those officers and directors required by paragraph seven (7) herein to submit fingerprint cards, no officer, director, or five percent (5%) or greater shareholder who will exercise control over the activities of any Florida licensed insurer has been found guilty of, or pleaded guilty or nolo contendere to, a felony or a misdemeanor other than a minor traffic violation, without regard to whether a judgment of conviction was entered by the Court.

7. APPLICANT shall submit to the OFFICE legible and complete fingerprint cards for all of its officers and directors, and all of the officers and directors of PENINSULAR, and BCNEPA, where said fingerprint cards are not currently on file with the OFFICE and/or have not been submitted within five (5) years prior to the date of execution of this Consent Order. If the completed fingerprint cards of any said officer or director, or other information derived in the course of the OFFICE's investigation, reveal that the representations in paragraph six (6) above are inaccurate, any individual involved shall be removed as an officer or director of said company within thirty (30) days after notification by the OFFICE and replaced with a person or persons acceptable to the OFFICE.

8. If the completed background investigative reports for any of the seven (7) outstanding background investigation reports not yet received by the OFFICE reveal that the representations in paragraph six (6) above are inaccurate, any individual involved shall be removed as an incorporator, officer, or director of said company within thirty (30) days after notification by the OFFICE and replaced with a person or persons acceptable to the OFFICE.

9. APPLICANT, PENINSULAR, and BCNEPA agree that upon receipt of such notification from the OFFICE, pursuant to paragraphs seven (7) or eight (8), if APPLICANT, PENINSULAR, and BCNEPA do not timely take the required corrective action, such failure to act would constitute an immediate danger to the public and the OFFICE may immediately suspend or revoke the Certificate of Authority of PENINSULAR without further proceedings, pursuant to Sections 120.569(2)(a) and 120.60(6), Florida Statutes.

10. APPLICANT represents that the business plan of PENINSULAR will not change, except as has been disclosed in the application, as a result of this acquisition and that APPLICANT has filed, and the OFFICE has relied upon the representations in the Plan of Operation and supporting documents that APPLICANT has submitted with its application.

11. APPLICANT materially represents that there are no present or future plans to change the operations, liquidate, merge, consolidate, or sell any of the assets of PENINSULAR, merge or consolidate PENINSULAR, or make any other major change in PENINSULAR's business or corporate structure or management, except as has been disclosed to the OFFICE in the application.

12. APPLICANT represents that PENINSULAR's redomestication will not have an adverse effect on Florida policyholders, and the redomestication will not affect PENINSULAR's current operations in the state of Florida.

13. Upon its redomestication to Pennsylvania, PENINSULAR shall become licensed as a foreign insurer as defined in Section 624.06(2), Florida Statutes, and shall be subject to all the provisions of the Florida Insurance Code.

14. Pursuant to Section 628.530, Florida Statutes, PENINSULAR's outstanding policies shall remain in full force and effect. PENINSULAR may continue to use its existing policy forms with appropriate endorsements, but need not endorse its policy forms solely to reflect its new state of domicile. Furthermore, rates, agent appointments, and licenses in existence prior to PENINSULAR's redomestication shall continue in full force and effect after the date the redomestication is approved.

15. Documents still pending regarding PENINSULAR's redomestication shall be provided to the OFFICE no later than March 31, 2007, and include: (1) PENINSULAR's Amended & Restated Articles of Incorporation, (2) a certified copy of PENINSULAR's Certificate of Authority as a domestic insurer issued by the state of Pennsylvania, (3) a Certificate of Good Standing from the Florida Secretary of State indicating that PENINSULAR is a foreign insurer.

16. APPLICANT shall file with the OFFICE, within sixty (60) days of execution of this Consent Order by the Commissioner, documentation finalizing the acquisition of PENINSULAR by APPLICANT. The parties agree that the failure to make such filing within the required time period shall make this Consent Order null and void.

17. Executive Order 13224, signed by President George W. Bush on September 23, 2001, blocks the assets of terrorists and terrorist support organizations identified by the Office of Foreign Assets Control of the Treasury Department. The Executive Order also prohibits any transactions by U.S. persons involving the blocked assets and interests. The list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's website, www.treas.gov/ofac. PENINSULAR shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with individuals and entities which have been identified at the Office of Foreign Assets Control website of the Treasury Department.

18. PENINSULAR shall report to the OFFICE, Life and Health Financial Oversight, any time that it is named as a party defendant in a class action lawsuit, within fifteen (15) days after the class is certified, and PENINSULAR shall include a copy of the complaint at the time it reports the class action lawsuit to the OFFICE.

19. APPLICANT represents that the information and documentation provided to the OFFICE accurately and completely describes all transactions and agreements pertaining to the acquisition, redomestication and the future activities of PENINSULAR. The APPLICANT further affirms that all representations are true and all representations and requirements set forth herein are material to the issuance of this Consent Order.

20. APPLICANT and PENINSULAR expressly waive a hearing in this matter, the making of findings of fact and conclusions of law by the OFFICE, and all further and other proceedings herein to which the parties may be entitled by law or by rules of the OFFICE. APPLICANT and PENINSULAR hereby knowingly and voluntarily waive all rights to challenge

or to contest this Consent Order, in any forum now or in the future available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

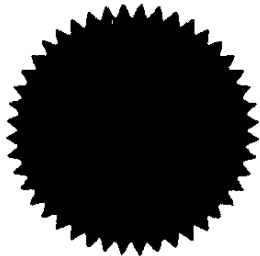
21. Each party to this action shall bear its own costs and fees, except as otherwise set forth in this Consent Order.

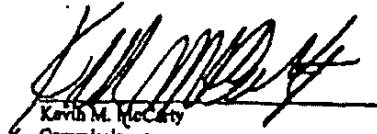
22. The parties agree that this Consent Order will be deemed to be executed when the OFFICE has executed a copy of this Consent Order bearing the signatures of APPLICANT and PENINSULAR's authorized representatives, notwithstanding the fact that the copy may have been transmitted to the OFFICE electronically or via facsimile machine. Further, APPLICANT and PENINSULAR agree that the signatures of their authorized representatives as affixed to this Consent Order shall be under the seal of a Notary Public.

WHEREFORE, subject to the conditions set forth above, the OFFICE hereby approves the proposed acquisition of all of the outstanding shares of stock of PENINSULAR LIFE INSURANCE COMPANY by UNIVERSAL MANAGED CARE, INC., and further approves the request by UNIVERSAL MANAGED CARE, INC., to redomesticate PENINSULAR LIFE INSURANCE COMPANY to the state of Pennsylvania, effective as of the date its redomestication application is approved by the Pennsylvania Department of Insurance.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE AND ORDERED this 15th day of December, 2006.




Kevin M. McCarty
Commissioner
Office of Insurance Regulation

By execution hereof, UNIVERSAL MANAGED CARE, INC. consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind UNIVERSAL MANAGED CARE, INC. to the terms and conditions of this Consent Order.

UNIVERSAL MANAGED CARE, INC.

By: WC

Corporate Seal

Print Name: William C. Reed

Title: Vice President

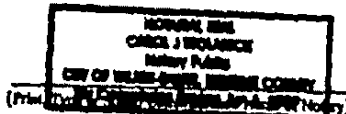
Date: December 13, 2006

STATE OF Pennsylvania
COUNTY OF Allegheny

The foregoing instrument was acknowledged before me this 13 day of Dec, 2006,
by William C. Reed as Vice President
(name of person) (type of authority, e.g., officer, trustee, attorney-in-fact)

for Universal Managed Care, Inc
(company name)

Carol J. Sklarick
(Signature of the Notary)



Personally Known ☒ OR Produced Identification ☐
Type of Identification Produced _____

My Commission:

[NOTARIAL SEAL]

By execution hereof, PENINSULAR LIFE INSURANCE COMPANY consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions hereina. The undersigned represents that he or she has the authority to bind PENINSULAR LIFE INSURANCE COMPANY to the terms and conditions of this Consent Order.

PENINSULAR LIFE INSURANCE COMPANY

By: 

Corporate Seal

Print Name: STEVEN A. NUTTER

Title: Exec. Vice President

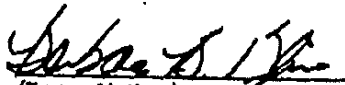
Date: 12/14/06

STATE OF Florida

COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 14 day of Dec, 2006,
by Steven A. Nutter as Exec. Vice President
(name of person) (type of authority...e.g., officer, trustee, attorney-in-fact)

for Peninsular Life
(company name)


(Signature of the Notary)

Barbara B. Kline
(Print, Type or Stamp Corroborated Name of Notary)

Personally Known ☒ OR Produced Identification ☐
Type of Identification Produced _____

My Commission:



[NOTARIAL SEAL]

By execution hereof, HOSPITAL SERVICES ASSOCIATION OF NORTHEASTERN PENNSYLVANIA d/b/a BLUE CROSS OF NORTHEASTERN PENNSYLVANIA ("BCNEPA") consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind BCNEPA to the terms and conditions of this Consent Order.

HOSPITAL SERVICES ASSOCIATION OF NORTHEASTERN PENNSYLVANIA
d/b/a BLUE CROSS OF NORTHEASTERN PENNSYLVANIA

By: Edwin R. Goodlander

Corporate Seal

Print Name: Edwin R. Goodlander, Esq.

Title: Gr. Vice President, Gen. Counsel & Secretary

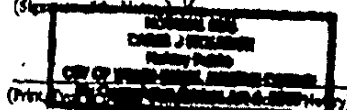
Date: December 13, 2006

STATE OF Pennsylvania
COUNTY OF Butte

The foregoing instrument was acknowledged before me this 13 day of Dec, 2006,
by Edwin R. Goodlander as Gr. Vice President & Secretary
(name of person) (type of authority...e.g. officer, trustee, attorney-in-fact)

for HSA d/b/a Blue Cross of NEPA
(company name)

Carol J. Sklarick
(Signature)



Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

My Commission:

[NOTARIAL SEAL]

COPIES FURNISHED TO:

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Cozen O'Connor
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Philadelphia, PA 19101
E-Mail: lkaiser@cozen.com

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Domestication-Foreign
(15 Pa.C.S.)

- ☒ Business Corporation (§ 4161)
☐ Nonprofit Corporation (§ 6161)

Name Edwin R. Goodlander, Esq.		
Address 19 North Main Street		
City Wilkes-Barre	State PA	Zip Code 18711

Document will be returned to the
name and address you enter to
the left.

Commonwealth of Pennsylvania
ARTICLES OF DOMESTICATION-BUSINESS 30 Page(s)



T0711047129

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:

Peninsular Life Insurance Company

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
19 North Main St.	Wilkes - Barre	PA	18711	Luzerne

(b) Name of Commercial Registered Office Provider County

c/o:

3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1988.

04:21:41 61 067 1002

4. *Strike out if inapplicable; otherwise check and, if applicable, complete, one or more of the following:*

- ☒ The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:

To transact the business of Accident & Health Insurance & Life & Annuities

- ☐ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania include unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.
- ☐ The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania consists of unlimited power to engage in and to do any lawful act concerning any and all lawful business for which business corporations may be incorporated under the Business Corporation Law of 1988.

5. *Check applicable paragraph:*

- ☒ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.
- ☐ The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles has been authorized by a majority vote of the votes cast by all members, if any, entitled to vote thereon and, if any class of members is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

6. *Strike out if inapplicable:* These Articles of Domestication include the additional provisions set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed this

18th day of April

2007

Peninsular Life Insurance Company

Name of Corporation



Signature

Vice President, General Counsel & Secretary

Title

Exhibit A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PENINSULAR LIFE INSURANCE COMPANY**

The Amended and Restated Articles of Incorporation of Peninsular Life Insurance Company (the "Corporation") are as follows:

Article I. Name

The name of the corporation shall be Peninsular Life Insurance Company.

Article II. Principal Place of Business

The principal place of business of this Corporation is 19 North Main Street, Wilkes-Barre, Pennsylvania 18711 and the county of venue is Luzerne County.

Article III. Nature of Business

The purpose of the Corporation is to transact the business of Accident & Health Insurance & Life & Annuities as governed by The Insurance Department Act of 1921, as amended.

Article IV. Existence

These Articles and the Re-domestication to Pennsylvania referred to in Article VI shall exist perpetually.

Article V. Shares


The aggregate number of shares which the Corporation is authorized to issue is Seven Million Two Hundred Thousand (7,200,000) shares of Common Stock, with a par value of \$2.25 per share.

Article VI. Re-Domestication

This corporation shall be a continuation of the corporation originally incorporated as Peninsular Life Insurance Company in the office of the Secretary of State of the State of Florida on January 10, 1910; thereafter re-domesticated in North Carolina by Articles of Re-domestication and Restated Charter filed in the States of Florida and North Carolina on February 23, 1988; thereafter re-domesticated to Florida by the filing in the office of the Secretary of State of the States of Florida and North Carolina of these Articles and the Order of the Commissioner of Insurance of the State of Florida dated December 29, 2000 and the State of North Carolina dated December 18, 2000, approving such re-domestication; and thereafter re-domesticated to Pennsylvania by the filing in the office of the Secretary of State of the Commonwealth of Pennsylvania and the State of Florida of Articles of Domestication, these Amended and Restated Articles of Incorporation, and the Order of the Commissioner of Insurance of the Commonwealth of Pennsylvania dated April 18, 2007 and the Consent Order of the State of Florida dated December 15, 2006, approving such re-domestication.

Peninsular Life Insurance Company

Date: April 18, 2007

By: 
Edwin R. Goodlander, Esq.
Vice President, General Counsel
and Secretary

BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of Peninsular Life Insurance : Law of 1988, Act of December 21,
Company for Approval to Redomesticate : 1988, P. L. 1444, ~~as amended~~,
from the State of Florida to the : 15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Pennsylvania : Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, ~~as~~
: ~~amended~~, 40 P.S. § 477c
:
: Order No. ID-RC-07-07

DECISION AND ORDER

AND NOW, on this 18th day of April, 2007, Randolph L. Rohrbaugh,
Acting Insurance Commissioner of the Commonwealth of Pennsylvania
("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance Company
Law and in consideration of the documents, presentations and reports received, as well as
other inquiries and studies as permitted by law, the Commissioner hereby makes the
following Findings of Fact:

FINDINGS OF FACT

Identity of the Parties

1. Peninsular Life Insurance Company ("Peninsular") is a foreign stock life insurance company organized under the laws of the State of Florida with its principal place of business located in W. Palm Beach, Florida.
2. Peninsular is an indirect wholly-owned subsidiary of Hospital Service Association of Northeastern Pennsylvania. Hospital Service Association of Northeastern

, Pennsylvania is the sole ultimate controlling person of Peninsular.

Filing of the Application

3. On September 13, 2006, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from Peninsular for approval to redomesticate from the State of Florida to the Commonwealth of Pennsylvania.
4. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as "Business Corporation Law"), and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as "Insurance Company Law").

Notice of Filing and Comments

5. On September 30, 2006, the Department published notice in the Pennsylvania Bulletin that the Application was received and such notice invited interested persons to submit comments to the Department regarding the Application for 30 days following the date of the publication ("Comment Period").
6. During the Comment Period, the Department received no comments regarding the Application.

The Transaction

7. Peninsular currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact accident & health and life & annuities lines of business.
8. Peninsular desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock life insurance company.
9. On February 9, 2007, the Board of Directors of Peninsular passed a resolution to redomesticate Peninsular from the State of Florida to the Commonwealth of Pennsylvania.
10. On August 16, 2006, Universal Managed Care, Inc., passed a resolution approving the redomestication of Peninsular from the State of Florida to the Commonwealth of Pennsylvania. Universal Managed Care, Inc. is the sole shareholder of Peninsular.

11. Peninsular has indicated that its principal place of business will be located in Lancaster, Pennsylvania.
12. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of Peninsular.
2. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.
3. The Application satisfies the requirements of all applicable laws and regulations.
4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of Peninsular Life Insurance : Law of 1988, Act of December 21,
Company for Approval to Redomesticate : 1988, P. L. 1444, ~~as amended~~,
from the State of Florida to the : 15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Pennsylvania : Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, ~~as~~
: ~~amended~~, 40 P.S. § 477e
:
: Order No. ID-RC-07-07

ORDER

Upon consideration of the foregoing, the Acting Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

The Application of Peninsular Life Insurance Company ("Peninsular") for approval to redomesticate from the State of Florida to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock life insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

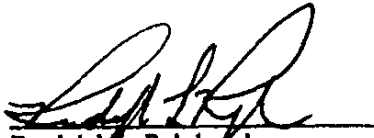
1. Peninsular shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law.
2. Peninsular shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Department within ten (10) days of receipt from the Pennsylvania Department of State.
3. At the time the Articles of Domestication are filed with the Department, Peninsular shall file an executed copy of Amended

and Restated Bylaws that comply with the requirements of Chapter 31 of the Business Corporation Law.

4. At the time the Articles of Domestication are filed with the Department, Peninsular shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock life insurance corporation.

This Order is effective immediately.




Randolph L. Rohrbach
Acting Insurance Commissioner
Commonwealth of Pennsylvania

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

Certificate of Authority

to operate a Stock Life Insurance Company

This is to certify that

PENINSULAR LIFE INSURANCE COMPANY

located in Wilkes Barre, Pennsylvania has complied with the provisions of the Act of May 17, 1921, P.L. 682, as amended; NOW, THEREFORE, I, RANDOLPH L. ROHRBAUGH, Acting Insurance Commissioner of the Commonwealth of Pennsylvania, in accordance with the authority vested in me by law, do hereby authorize and empower PENINSULAR LIFE INSURANCE COMPANY to issue policies and otherwise transact the business of insurance as mentioned in Section 202, Subdivision (a), Paragraph (1) Life and Annuities and (2) Accident and Health of the Act of May 17, 1921, P.L. 682, as amended, in accordance with its Charter and the Laws of the Commonwealth of Pennsylvania, effective APRIL 19, 2007.

IN WITNESS WHEREOF, I have hereunto set
my hand, and affixed the official seal of the
Insurance Department at the City of Harrisburg
this 30th day of April, 2007

Acting Insurance Commissioner

