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(Requestor's Name)

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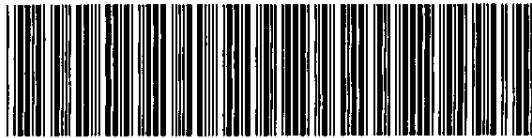
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W08-47389



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08 OCT 14 PM 2:49
BUREAU OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 DEC - 1 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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TO: New Filing Section
Division of Corporations

08 DEC -1 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: BUPA Insurance Limited
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Austin Neal
(Name of Person)

Foley & Lardner LLP
(Firm/Company)

106 East College Avenue

Suite 900
(Address)

Tallahassee, Florida 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

Austin Neal at (850) 222-6100
(Name of Person) (Area Code & Daytime Telephone Number)

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

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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08 DEC -1 PH 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 2008

FOLEY & LARDNER LLP
106 EAST COLLEGE AVENUE
SUITE 900
TALLAHASSEE, FL 32301

SUBJECT: BUPA INSURANCE LIMITED
Ref. Number: W08000047389

We have received your document for BUPA INSURANCE LIMITED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

You must include the corporate suffix (INC. or INCORPORATED)

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.
<http://www.sunbiz.org/titledef.html>.

The entity's date of incorporation/organization must be listed in the document.

A certificate of existence or a certificate of good standing, 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 entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return the corrected original and one copy of your document, along with a

copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 308A00053821

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. BUPA Insurance Limited Co. (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. United Kingdom 3. N/A (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 27, 2000 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 7001 SW 97th Avenue, Miami, Florida 33173 (Principal office address)

7001 SW 97th Avenue, Miami, Florida 33173 (Current mailing address)

8. Insurance Business (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: Richard Urra

Office Address: 7001 SW 97th Avenue

Miami, Florida 33173 (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.

[Handwritten signature of Richard Urra]

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Director

Chairman: Thomas Singer

Address: 7001 SW 97th Avenue, Miami, Florida 33173

Director

Vice Chairman: Graham Aslet

Address: 7001 SW 97th Avenue, Miami, Florida 33173

Director: Geoffrey Brown

Address: 7001 SW 97th Avenue, Miami, Florida 33173

Director: Keith Biddlestone

Address: 7001 SW 97th Avenue, Miami, Florida 33173

B. OFFICERS

Manager

President: David Maltby

Address: 7001 SW 97th Avenue, Miami, Florida 33173

Vice President:

Address:

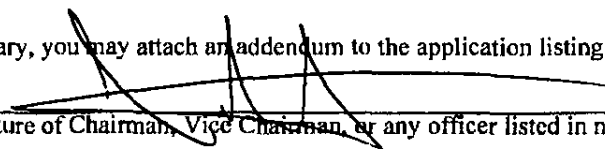
Secretary:

Address:

Treasurer:

Address:

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

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

14. David Maltby, U.S. Manager
(Typed or printed name and capacity of person signing application)



THE COMPANIES ACT 1985

Company No. **3956433**

The Registrar of Companies for England and Wales hereby certifies that

BUPA INSURANCE LIMITED

formerly called **OFFICECARD LIMITED**

which name was changed by special resolution was incorporated under the **Companies Act 1985**

as a limited company on the **27th March 2000** and that the certificate of incorporation altered to meet the circumstances of the case was issued on the **13th October 2000**

Given at Companies House, Cardiff the **17th October 2008**

Jhooath
JANE HOGARTH

for the Registrar of Companies

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SECRETARY OF STATE
BELLAMASSEE FLD/BSA



Companies House
— for the record —