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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

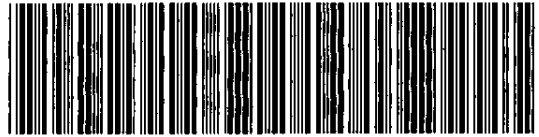
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TALLAHASSEE, FLORIDA

T. Burch DEC 21 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Arkansas Blue Cross and Blue Shield, A Mutual 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," or "Certificate of Good Standing" 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:

Ms. Teri Champ
Name of Person

Foley & Lardner, LLP
Firm/Company

3000 K Street, N.W.
Address

Washington, D.C. 2007
City/State and Zip code

SLSmith3@arkbluecross.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Teri Champ at (202) 672-5389
Name of Person 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:

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

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.

Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company

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1. _____
(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. Arkansas 3. 71-0226428
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/3/48 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. 601 Gaines Street, Little Rock, Arkansas 72201-
(Principal office address)

P. O. Box 2181, Little Rock, Arkansas 72203-2181
(Current mailing address)

8. Third party administrator for self-funded plans which provide coverage to citizens of Florida.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

See attached

(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.

ACCEPTANCE OF APPOINTMENT


RE: Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: November 10, 2009

C T CORPORATION SYSTEM

By



Katherine Lackey,
Assistant Secretary

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS See Attached List

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS See Attached List

President: _____

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.  _____

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

14. Lee Douglass, Secretary _____

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

ARKANSAS BLUE CROSS AND BLUE SHIELD
BOARD OF DIRECTORS

Carolyn Frazier Blakely, Ph.D.
1200 N. University, Mail Slot 4931
Pine Bluff, AR 71611

Susan Brittain
P. O. Box 518
Malvern, AR 72104

Robert V. Brothers
P. O. Box 809
Rogers, AR 72757-0809

Mark Greenway
P. O. Box 777
Lowell, AR 72745

Bradley D. Jesson
P. O. Box 10127
Fort Smith, AR 72917-0127

James V. Kelley
P. O. Box 789
Tupelo, MS 38802-0789

Mahlon O. Maris, M.D.
Box 1597
Harrison, AR 72602-1597

J. Thomas May
P. O. Box 7009
Pine Bluff, AR 71611

Hayes C. McClerkin
P. O. Box 3053
Texarkana, AR 75504

George K. Mitchell, M.D. (Vice Chairman)
1511 North Fillmore
Little Rock, AR 72207

Dan Nabholz
2500 Brookfield Dr.
Conway, AR 72032-4495

Marla Johnson Norris
401 West Capitol Suite 700
Little Rock, AR 72201

Ben Owens
225 E. Jackson
Jonesboro, AR 72401

Robert L. Shoptaw (Chairman of the Board)
P. O. Box 2181
Little Rock, AR 72203-2181

Patty Smith
6101 North State Line
Texarkana, TX 75501

Sherman Tate
1 Allied Drive
Little Rock, AR 72202

P. Mark White
71 Vigne Blvd.
Little Rock, Arkansas

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ARKANSAS BLUE CROSS AND BLUE SHIELD Officers

Robert L. Shoptaw, Chairman of the Board
George K. Mitchell, M.D., Vice Chairman of the Board
Mark White, Chief Executive Officer, President
Mike Brown, Executive Vice President and Chief Operating Officer
David Bridges, Executive Vice President, Internal Operations
Ron DeBerry, Senior Vice President, Statewide Business
Lee Douglass, Senior Vice President, Law and Government Relations,
Chief Legal Officer, and Secretary
Sam Partin, Senior Vice President, Actuarial and Risk Management
and Corporate Actuary
Joseph Smith, Senior Vice President, Chief Information Officer
Steve Abell, Vice President, Alliance Management
James Adamson, M.D., Vice President and Chief Medical Officer
Richard Cooper, Vice President, Human Resources
Bob Heard, Vice President, Information Technology Infrastructure
Cal Kellogg, Senior Vice President, Chief Strategy Officer
Karen Raley, Vice President, Communications and Product Development
Steve Short, Senior Vice President, Chief Financial Officer
Steve Spaulding, Vice President, Enterprise Networks
Jim Bailey, Senior Vice President, National Business and Inter-plan Relations
Gray Dillard, Vice President, Financial Services
Toni Starks, Vice President, Arkansas Blue Cross Operations

All officers can be reached at the following address:

Arkansas Blue Cross and Blue Shield
P. O. Box 2181
Little Rock, Arkansas 72203-2181

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TALLAHASSEE, FLORIDA



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STATE OF ARKANSAS
State Insurance Department
CERTIFICATE OF COMPLIANCE

I, the undersigned Arkansas Insurance Commissioner, do hereby certify that **ARKANSAS BLUE CROSS AND BLUE SHIELD, A MUTUAL INSURANCE COMPANY**, duly organized under the laws of this State, is authorized to issue policies and transact the business of Disability as of September 30, 2009.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at City of Little Rock, Arkansas, this 24th day of November, 2009.

Jay Bradford
INSURANCE COMMISSIONER

Lenita Blasingame
DEPUTY COMMISSIONER