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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B McKnight JUN 04 2010

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: UNIVERSAL AMERICAN FINANCIAL SERVICES, INC.
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:

DARCY HELLER

Name of Person

UNIVERSAL AMERICAN FINANCIAL SERVICES, INC.

Firm/Company

1001 HEATHROW PARK LANE, SUITE 5001

Address

LAKE MARY, FL 32746

City/State and Zip code

DHELLER@UNIVERSALAMERICAN.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DARCY HELLER

Name of Person

at (407) 995-8000 X 8684

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 Copy ☐ \$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.*

1. UNIVERSAL AMERICAN FINANCIAL SERVICES, INC.
(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. DELAWARE 3. 95-3800329
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. DECEMBER 29, 1982 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1001 HEATHROW PARK LANE, SUITE 5001, LAKE MARY, FL 32746
(Principal office address)

1001 HEATHROW PARK LANE, SUITE 5001, LAKE MARY, FL 32746
(Current mailing address)
8. For profit corporation currently provides financial services exclusively for it's affiliates
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee (Leon County), 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.


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

A. DIRECTORS

Chairman: Richard A Barasch

Address: 6 International Drive, Suite 190
Rye Brook, NY 10573-1068

Vice Chairman: _____

Address: _____

Director: John M Squarok

Address: 1001 Heathrow Park Lane, Suite 5001
Lake Mary, FL 32746

Director: Robert A. Waegelein

Address: 6 International Drive, Suite 190
Rye Brook, NY 10573-1068

B. OFFICERS

President: Robert A. Waegelein

Address: 6 International Drive, Suite 190
Rye Brook, NY 10573-1068

~~Vice President:~~ Senior Vice President (Finance) John M. Squarok

Address: 1001 Heathrow Park Lane, Suite 5001
1001 Heathrow Park Lane, Suite 5001

Secretary: Steve Carlton Vice President

Address: 1001 Heathrow Park Lane, Suite 5001, Lake Mary, FL 32746

Treasurer: John M. Squarok

Address: 1001 Heathrow Park Lane, Suite 5001, Lake Mary, FL 32746

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. Robert A. Waegelein, President
(Typed or printed name and capacity of person signing application)

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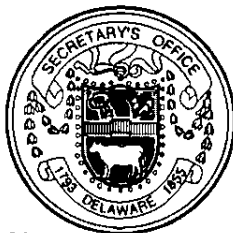
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNIVERSAL AMERICAN FINANCIAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MAY, A.D. 2010.

10 JUN -3 AM 11:44
SECRETARY OF STATE
WILLIAMSBURG, DELAWARE

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8012857

DATE: 05-24-10