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KARL L. MARQUARDT
KIMBERLY A. NEILL

WRITER'S DIRECT LINE:

October 31, 2000

Via Certified Mail

Florida Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Prudential Uniformed Services Administrators, Inc.
Dissolution and Withdrawal**

Dear Sir or Madam:

Prudential Uniformed Services Administrators, Inc. ("PruUSA") is an Oklahoma domestic insurance company. PruUSA is ultimately a shell company organized under the laws of Oklahoma which maintained certificates of authority to transact insurance business in Arkansas, Florida, Georgia, Louisiana, Oklahoma and Texas. Although the company is or was licensed in each jurisdiction, it has no insurance business in force in Oklahoma, nor in any other state. It does not have, nor has it ever had, any policyholders or insureds of any kind. Indeed, PruUSA has not done business since its inception.

Pursuant to its bylaws and the laws of the State of Oklahoma, with the consent of all of the officers, directors and the sole shareholder thereof, PruUSA has elected to wind-up and dissolve based on the insurer's inactivity. It has initiated withdrawal proceedings in each of the aforementioned jurisdictions in which it holds non-resident licenses, as well as in its state of domicile, Oklahoma. Indeed, PruUSA has successfully, and completely, withdrawn from several of those jurisdictions. PruUSA has applied for and received a Certificate of Dissolution from the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*AP 11-16
withdrawal*

BRESSLER, AMERY & ROSS, P. C.

October 31, 2000

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Oklahoma Secretary of State (a copy of which is enclosed), and has contacted and forwarded same to the Oklahoma Department of Insurance.

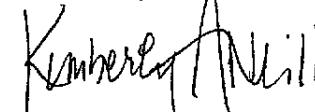
On August 31, 2000, PruUSA provided the Florida Department of Insurance with the official notice required by Florida Statute, Section 624.430 of the insurer's desire to surrender its Certificate of Authority and withdraw from the business of insurance in the State of Florida (a copy of which is attached hereto). Therein, the company requested that its withdrawal be considered effective December 1, 2000 to ensure compliance with the 90-day notice requirement of Florida Statute, Section 624.430. On October 17, 2000, PruUSA received notice from George Albritton of the Florida Department of Insurance informing the insurer that its request for withdrawal was thereby accepted, and that the insurer's request for withdrawal was accepted, effective December 1, 2000 (a copy of which is also attached). Mr. Albritton further confirmed that PruUSA has never written any insurance in Florida, has no outstanding or pending claims or policy related liabilities in Florida and has no outstanding taxes or charges due in Florida.

In light of the foregoing, please allow this to serve as PruUSA's notice to the Florida Secretary of State of its intent to fully and completely withdraw from the Florida insurance marketplace. In connection therewith, please find enclosed the requisite Application By Foreign Corporation For Withdrawal Of Authority To Transact Business or Conduct Affairs in Florida, completed and signed by Doreen S. Faga, President of PruUSA. Also, please find attached a check in the amount of \$52.50, which includes the requisite \$35.00 processing fee plus an additional \$16.00 to cover the cost of a Certified Copy of the insurer's application and a Certificate of Status. *Importantly, PruUSA hereby requests that its withdrawal application filed with the Secretary of State and accepted effective December 1, 2000 to avoid any violation of Florida's 90-day notice rule (and any violation of Fla. Admin. Code, Rule 4-141.020(5)).*

At your earliest convenience, please advise as to what additional steps, if any, PruUSA must take in order to successfully complete its dissolution and withdrawal. Should you have any questions or concerns, please do not hesitate to contact us at the above number. We look forward to hearing from you in the near future.

Very truly yours,

BRESSLER, AMERY & ROSS, P.C.


Kimberly A. Neill

Enclosures

cc: Michele Newell, Director
Donald Bunda
George Albritton

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Prudential Uniformed Services Administrators, Inc.

(Name of Corporation)

Oklahoma

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

290 West Mt. Pleasant Avenue, Mail Stop 11-01-89

(Mailing Address)

Livingston, New Jersey 07039-2747

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

<u>Doreen S. Faga</u>	President
Signature of the chairman or vice chairman of the board, president, or any officer.	Title
Doreen S. Faga	9/1/00
Typed or printed name	Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV -7 AM 9:56

FILED

AFFIDAVIT OF LOST CERTIFICATE OF AUTHORITY

THE STATE OF NEW JERSEY)
COUNTY OF ESSEX)

BEFORE ME, the undersigned authority, on this day personally appeared Donald Bunda, who after being by me duly sworn upon oath deposes and states:

That he is the Vice President of Prudential Uniformed Services Administrators, Inc., Livingston, New Jersey, and that he has custody and control of the minutes and other records of said corporation and that diligent search has been made for the current Certificate of Authority issued to said corporation by the Florida Department of State. This said Certificate of Authority has been lost or destroyed and it is therefore impossible to surrender said Certificate to the Florida Department of State.

DATED this 19th day of July, 2000.

Donald Bunda
Signature

SWORN AND SUBSCRIBED TO before me by the said Donald Bunda this the 19 day of July, 2000.

Kristen L. LaPadula
(Notary Public)

SEAL

KRISTEN LAPADULA
MY COMMISSION EXPIRES 10/28/2004
NOTARY PUBLIC



THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

Bill Nelson

October 17, 2000

Mr. Donald Bunda, Vice President
Prudential Uniformed Services Administrators, Inc.
Eisenhower Corporate Center
290 West Mt. Pleasant Avenue
Livingston, New Jersey 07039

Re: Voluntary surrender of Florida Certificate of Authority of Prudential Uniformed Services Administrators, Inc.

Dear Mr. Bunda:

The Florida Department of Insurance has received your letter dated August 31, 2000, voluntarily surrendering your Certificate of Authority effective December 1, 2000 in accordance with Florida Statute 624.430. The affidavit of lost Certificate of Authority is accepted. Cancellation of your Certificate of Authority is effective December 1, 2000, based upon company representations that Prudential Uniformed Services Administrators, Inc. has not written any insurance in Florida, has no outstanding or pending claims or policy related liabilities in Florida and has no outstanding taxes or charges due in Florida.

Should you desire to market insurance in Florida in the future, please contact us for readmission procedures. We would be glad to assist you in that process.

If we can be of further assistance, please let me know.

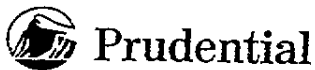
Sincerely,

George Albritton

cc: Michelle Newell
Kimberly A. Neill,
Bressler, Amery & Ross, P. C.

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL

GEORGE ALBRITTON • FINANCIAL EXAMINER/ANALYST • LIFE & HEALTH INSURER SOLVENCY & MARKET CONDUCT
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0327 • (850) 413-2530 • FAX (850) 488-7061
Affirmative Action / Equal Opportunity Employer



Donald Bunda
Vice President

Prudential Uniformed Services
Administrators, Inc.
Eisenhower Corporate Center
Building 3
290 West Mt. Pleasant Avenue
Livingston NJ 07039
Tel (973) 548-5976 Fax (973) 548-5950

August 31, 2000

Director
Division of Insurer Services
Florida Department of Insurance
200 East Gaines Street
Tallahassee, Florida 32399-0326

Re: Prudential Uniformed Services Administrators
Dissolution and Withdrawal

Dear Director:

This constitutes the notice required by Florida Statute, Section 624.430 (the "Statute"), of this insurer's desire to surrender its Certificate of Authority and withdrawal from the business of insurance in the State of Florida.

Prudential Uniformed Services Administrators, Inc. ("PruUSA") is an Oklahoma domestic insurance company. PruUSA is ultimately a shell company organized under the laws of Oklahoma which maintains certificates of authority to transact insurance business in Arkansas, Florida, Georgia, Louisiana, Oklahoma and Texas. Although the company is licensed in each jurisdiction, it has no insurance business in force in Oklahoma, nor in any other state. It does not have, nor has it ever had, any policyholders or insureds of any kind. Indeed, PruUSA has not done business since its inception.

Pursuant to its bylaws and the laws of the State of Oklahoma, with the consent of all of the officers, directors and the sole shareholder thereof, PruUSA has elected to wind-up and dissolve based on the insurer's inactivity. It has initiated withdrawal proceedings in each of the aforementioned jurisdictions in which it holds non-resident licenses, as well as in its state of domicile, Oklahoma. In connection therewith, PruUSA has applied for and received a Certificate of Dissolution from the Oklahoma Secretary of State (a copy of which is enclosed), and has contacted and forwarded same to the Oklahoma Department of Insurance. We understand that PruUSA must also notify the Florida Department of Insurance of its intent to withdrawal from the Florida insurance marketplace. Please allow this to serve as that notice. In accordance with the ninety (90) day notice requirement set

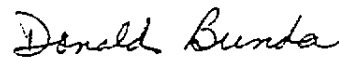
forth in the Statute. PruUSA requests that the effective date of its withdrawal from the State of Florida be December 1, 2000.

PruUSA must submit a withdrawal form to the Florida Secretary of State, but will wait on doing so until December 1, 2000 (to avoid violation of Fla. Admin. Code, Rule 4-141.020(5)). In the event that PruUSA's withdrawal is effected, the insurer's security deposit on file with the Department of Insurance may be returned to me at 290 West Mt. Pleasant Avenue, Mail Stop 11-01-89, Livingston, New Jersey, 07039-2747.

Unfortunately, PruUSA's original Certificate of Authority to transact the business of insurance in the State of Florida cannot be located. A diligent search for the Certificate has been executed, and it was determined that the Certificate was either lost or destroyed. Therefore, it is impossible to surrender the Certificate to the Department of Insurance. In its place, please find enclosed my sworn affidavit, attesting to that fact. It is our understanding, based upon a conversation with a representative of the Florida Department of Insurance, that such an affidavit will suffice in place of a lost or destroyed Certificate of Authority.

At your earliest convenience, please advise as to what additional steps PruUSA must take in order to successfully complete its dissolution and withdrawal. Should you have any questions or concerns, please do not hesitate to contact us at the above number. We look forward to hearing from you in the near future.

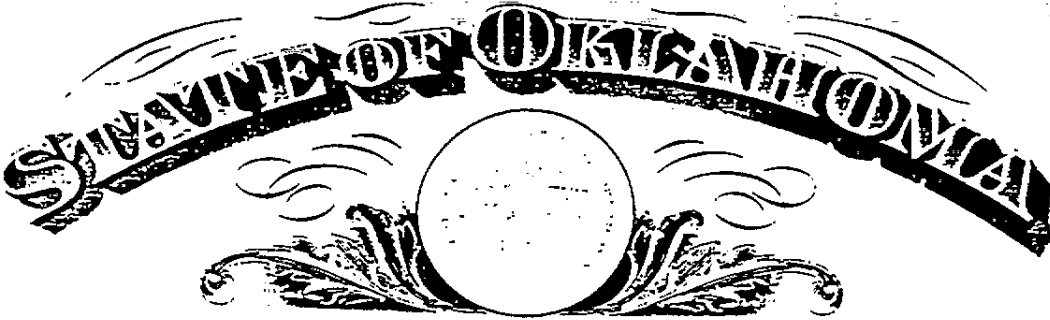
Very truly yours,



Donald Bunda
Vice President

cc: Michele Newell, Director,
Life & Health Insurance Solvency & Market Conduct Review

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF DISSOLUTION

WHEREAS, a Certificate of Dissolution of

PRUDENTIAL UNIFORMED SERVICES ADMINISTRATORS, INC.

an Oklahoma corporation, has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this Certificate of Dissolution evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 21st day
of August, 2000.




Secretary of State

By: 