

Document Number Only

F95000000414

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-8288
City State Zip Phone

CORPORATION(S) NAME

Kempel Risk Management Services, Inc.

SECRET
NO FORN DISSEM
101 FEB 11 1995

Profit
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

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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. KEMPER RISK MANAGEMENT SERVICES, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 05/20/93

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. 36-3917295

(Federal Employer Identification number, if applicable)

6. UPON QUALIFICATION AND UPON RECEIPT OF NECESSARY LICENSES

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. ONE KEMPER DRIVE, LONG GROVE, ILLINOIS 60049

(Current mailing address)

8. CLAIM ADMINISTRATION, MANAGED CARE AND RELATED SERVICES

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: ELIZABETH M. LINDNER

Address: ONE KEMPER DRIVE

LONG GROVE, ILLINOIS 60049

SECRETARY: MARK D. O'BRIEN

Address: ONE KEMPER DRIVE

LONG GROVE, IL 60049

C. DAVID SULLIVAN

Address: ONE KEMPER DRIVE

LONG GROVE, IL 60049

Director: ALFRED K. KENYON

Address: ONE KEMPER DRIVE

LONG GROVE, IL 60049

Director: WALTER L. WHITE

Address: ONE KEMPER DRIVE

LONG GROVE, IL 60049

SECRETARY
DIVISION
JUN 25 PM 1:01

B. Officers:

President: E. M. LINDNER

Address: ONE KEMPER DRIVE
LONG GROVE, IL. 60049

Vice President: _____

Address: _____

Secretary: W. L. WHITE

Address: ONE KEMPER DRIVE
LONG GROVE, IL. 60049

Treasurer: W. L. WHITE

Address: ONE KEMPER DRIVE
LONG GROVE, IL. 60049

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

RECORDED
INDEXED
95 JUN 27 1985

Name: THOMAS A. DARE

Office Address: 1601 S.W. 80TH TERRACE
Plantation, Florida 33324
Zip Code

11. 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:

Thomas A. Dare
(Officer)

THOMAS A. DARE, SENIOR COUNSEL
(Type Name and Title of Officer)

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. W. L. WHITE, SECRETARY & TREASURER
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KEMPER RISK MANAGEMENT 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 SIXTEENTH DAY OF DECEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 16 94 10:01



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

DAH

7341206

12-16-94

2337131 8300

944246431



THE UNITED STATES CORPORATION COMPANY

F95000006414

ACCOUNT NO. : 072100000032

REFERENCE : 474420 4728366

AUTHORIZATION : Patricia [signature]

COST LIMIT : \$ 70.00
35.00

ORDER DATE : July 24, 1997

ORDER TIME : 2:24 PM

ORDER NO. : 474420

CUSTOMER NO: 4728366

CUSTOMER: Ms. Mary Jo Buttstadt
Kemper Corporation
Legal Dept C-3
1 Kemper Drive
Long Grove, IL 600490000

010002255646--2

CHANGE OF AGENT

NAME: KEMPER RISK MANAGEMENT SERVICES, INC.

FILED
91 AUG - 1 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: TONYA C. HOLLIDAY

[Handwritten initials/signature]

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
KEMPER RISK MANAGEMENT SERVICES, INC.

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:
THOMAS A DARE
1601 S.W. BOTH TERRACE PLANTATION FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

STAGS
SEC. OF STATE
TALLAHASSEE, FLORIDA
PI 8-36
33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

x W.L. White
SIGNATURE
July 8, 1997
DATE

W. L. WHITE / SECY & TREASURER
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
VICKI SCHREIBER
SIGNATURE By: Vicki Schreiber
ASST VICE PRESIDENT
DATE July 31, 1997