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F950000000433

January 24, 1995

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Application by Foreign Corporation for Authorization to Transact Business
in Florida; Heritage Insurance Managers, Inc. ("Heritage")

Dear Sir/Madam:

Enclosed for filing you will find Application by Foreign Corporation for Authorization to Transact Business in Florida. The application is signed by the President of Heritage, and the registered agent has signed No. 10, Registered Agent's Acceptance. We have also provided a Certificate of Existence from the Texas Secretary of State, Certification of Account Status (letter of good standing) from the Texas State Comptroller of Public Accounts and \$70 filing fee.

If you have any questions or require additional documentation in order to process Heritage's application, please contact me. Thank you for your time and attention to this matter.

Very truly yours,

Cynthia Harrington

Cynthia Harrington
Legal Assistant

Enclosures

cc: Mr. Randall J. Roberts
Cari S. Young, Esq.

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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Heritage Insurance Managers, 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", 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:

Cari S. Young

(Name of Person)

For. and Ferraro, L.L.P.

(Firm/Company)

98 San Jacinto Blvd., Suite 400

(Address)

Austin, Texas 78701

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Cindy Harrington

(Name of Person)

at (512) 476 - 2020

Area Code & Daytime Telephone Number

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SECRETARY OF STATE
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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Heritage Insurance Managers, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Texas
(State or country under the law of which it is incorporated)
3. 74-1315629
(FEI number, if applicable)
4. August 29, 1958
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. See Attachment "A"
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209
(Current mailing address)
8. Third Party Administrator for student health and accident insurance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.
Plantation, Florida, 33324
(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)

E. Wayne Patterson, Asst. Vice President

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.

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

A. DIRECTORS

Director

Chairman: Victor Adair King

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

Director

~~Vice-Chairman:~~ Richard Wayne King

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

Director: Nat Jefferson

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

Director: Randall James Roberts

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

B. OFFICERS

President: Victor Adair King

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

Vice President: Richard Wayne King

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

Secretary: Randall James Roberts

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

Treasurer: Nat Jefferson

Address: 909 N.E. Loop 410, Suite 400
San Antonio, Texas 78209

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

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

14. Victor A. King, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF
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ATTACHMENT "A"

Heritage will not be transacting business in the State of Florida; however, for purposes of obtaining a license as a third party administrator, Heritage must register for a Certificate of Authority.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 26 PM 1:23



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

HERITAGE INSURANCE MANAGERS, INC.
CHARTER # 148791-0

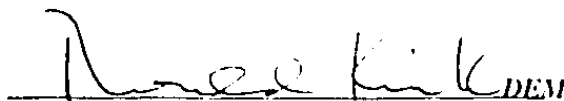
were filed in this office and a certificate of incorporation was issued on
AUGUST 29, 1958;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

RECORDED
INDEXED
AUG 30 1958
STATE OF TEXAS



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 9, 1995.*


Secretary of State