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CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

800001514078
-06/15/95--01061--015
*****70.00 *****70.00

Unioncase, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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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. UNIONCARE, Inc.
(Name of corporation: must include 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. Maryland
(State or country under the law of which it is incorporated)

3. December 28, 1990 4. Perpetual
(Date of Incorporation) (Duration)

5. 52-1782580
(Federal Employer Identification number, if applicable)

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

7. 111 Massachusetts Avenue, N.W., Washington, D.C. 20001
(Current mailing address)

8. Direct marketing of insurance services and expenses
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors
Address: _____

Vice Chairman: See attached list of directors
Address: _____

Director: See attached list of directors
Address: _____

Director: _____
Address: _____

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B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
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: _____

A. D. Hamilton
C T Corporation System
(Officer)
Asst Secretary
(Typed 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. Joseph A. Carabillo
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Joseph A. Carabillo, Assistant Secretary
(Name and capacity of person signing application)

UNIONCARE, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Robert A. Georgine -D	Chairman & Chief Executive Officer	111 Massachusetts Avenue, NW Washington D.C. 20001
Lester H. Null, Sr.	Secretary/Treasurer	111 Massachusetts Avenue, NW Washington D.C. 20001
James W. Luce -D	Executive Vice President	111 Massachusetts Avenue, NW Washington D.C. 20001
Charles R. Sormani	Senior Vice President	111 Massachusetts Avenue, NW Washington D.C. 20001
Joseph A. Carabillo -D	Vice President, Chief Legal Officer; & Assistant Secretary/Treasurer	111 Massachusetts Avenue, NW Washington, DC 20001
Michael Block	Assistant Vice President	111 Massachusetts Avenue, NW Washington D.C. 20001

179 Corporate Secretary/Treasurer
UNIONCARE OFF W/ADD

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UNIONCARE, INC.

DIRECTORS

Name

Address

Robert A. Georgine

111 Massachusetts Avenue, NW
Washington, DC 20001

James W. Luce

111 Massachusetts Avenue, NW
Washington, DC 20001

Joseph A. Carabillo

111 Massachusetts Avenue, NW
Washington, DC 20001

INCORPORATED IN FLORIDA
UNIONCARE, INC. BOARD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF MARYLAND

371292

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT UNIONCARE, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 13TH DAY OF JUNE, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER