

F95000003065

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

200001508032
-06/08/95--01018--007
*****96.25 *****96.25

SUBJECT: Prudential HealthCare and Life Insurance Company of America
(Name of corporation)

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:

W95-11655

Gayle F. Berger, Esq.

(Name of Person)

Epstein Becker & Green, P.C.

(Firm/Company)

250 Park Avenue

(Address)

New York, New York 10177-0077

(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 26 AM 9:51

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

Gayle F. Berger, Esq.

(Name of Person)

at (212) 351 - 4662

Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

WLC 6/24

EPSTEIN BECKER & GREEN, P.C.

ATTORNEYS AT LAW

250 PARK AVENUE

NEW YORK, NEW YORK 10177-0077¹

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(203) 348-3737**

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June 23, 1995

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TALLAHASSEE, FLORIDA 32301-1930
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MIAMI, FLORIDA 33133-3141
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**¹P.C. NEW YORK, WASHINGTON, D.C.
CONNECTICUT, VIRGINIA, NEW JERSEY
MASSACHUSETTS AND TEXAS ONLY**

VIA FEDERAL EXPRESS

**Qualification/Registration
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399**

**Attention: Mr. Lee Rivers
Document Examiner**

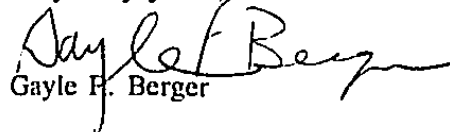
**Re: Prudential HealthCare and Life Insurance Company of
America**

Dear Mr. Rivers:

Pursuant to your letter dated June 8, 1995, enclosed is a copy a Certificate of Compliance, dated June 20, 1995, of Prudential HealthCare and Life Insurance Company of America from the New Jersey Department of Insurance.

If you need any additional information or have any questions, please do not hesitate to call.

Very truly yours,


Gayle R. Berger

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1995

GAYLE F. BERGER, ESQUIRE
EPSTEIN BECKER & GREEN, P.C.
250 PARK AVENUE
NEW YORK, NY 10177-0077

SUBJECT: PRUDENTIAL HEALTHCARE AND LIFE INSURANCE COMPANY
OF AMERICA
Ref. Number: W95000011655

We have received your document for PRUDENTIAL HEALTHCARE AND LIFE INSURANCE COMPANY OF AMERICA and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 395A00028222

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. Prudential HealthCare and Life Insurance Company of America

(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. New Jersey

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

3. 22-2864969

(FEI number, if applicable)

4. June 10, 1988

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

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

7. 56 North Livingston Avenue

Roseland, New Jersey 07068-1790

(Current mailing address)

8. See Addendum

(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: Insurance Commissioner

Office Address: Capitol

Tallahassee, Florida, 32399-0300

(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.

ADDENDUM

Question 8:

Purpose(s) of Prudential HealthCare and Life Insurance
Company of America (the "Corporation")

The business of the Corporation shall be that of a stock life and health insurance corporation with all of the rights, privileges and powers conferred upon the Corporation by the general laws of New Jersey, and such as may from time to time be conferred by law upon such Corporation.

Question 12B:

Assistant Secretary:	John Richard Van Der Wall
Address:	Four Gateway Center Newark, NJ 07102
Assistant Secretary:	Arleen Kuchtyak Tyndorf
Address:	56 North Livingston Avenue Roseland, NJ 07068
Comptroller:	Robert David Blood
	56 North Livingston Avenue Roseland, NJ 07068

CERTIFICATE OF COMPLIANCE



State of New Jersey

DEPARTMENT OF INSURANCE

CN-325

TRENTON NJ 08625-0325

(609) 292-5760

CHRISTINE TODD WHITMAN
Governor

ANDREW J. KARPINSKI
Commissioner

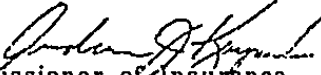
June 20, 1995

I, Andrew J. Karpinski, Commissioner of Insurance of the State of New Jersey, do hereby certify, depose and say that:

1. The Prudential HealthCare and Life Insurance Company of America is a corporation organized under the laws of the State of New Jersey on June 10, 1988, and commenced business in said State on April 13, 1989;
2. The home office of said Company is located at 56 North Livingston Avenue, Roseland, New Jersey 07068, and the name of the agent therein and in charge thereof, upon whom process may be served against said corporation is Robert David Blood;
3. Said Company is presently authorized to transact in New Jersey the business of life insurance, health insurance, and writing annuity contracts, being the kinds of insurance specified in N.J.S.A. 17B:17-3, N.J.S.A. 17B:17-4, and N.J.S.A. 17B:17-5, a certified copy of the relevant section of the statutes is attached for your information. Said Company is also authorized to write under N.J.S.A. 17B:28-1 et seq. "Variable Contracts";
4. Said Company is in good standing and having complied with all the requirements of the New Jersey Revised Statutes is authorized to transact the business of insurance in the State of New Jersey, in accordance with and pursuant to all the provisions of its charter and the laws of this State as provided in its currently effective Certificate of Authority issued by this Department;
5. As of April 30, 1995, the Company had a Common Capital Stock of \$2,500,000, Gross Paid In and Contributed Surplus of \$5,306,000, an Unassigned Fund (Surplus) aggregating \$1,262,526, or a total Surplus as Regards Policyholders of \$9,068,526;

I further certify that said Company is not precluded by its charter or the laws of this state from engaging in the classes of business stated above in states other than New Jersey upon compliance with the laws of such other states.

IN WITNESS WHEREOF, I have hereunto set,
my hand and affixed my Official Seal, at
Trenton, the day and year first above
written.


Commissioner of Insurance

brj



State of New Jersey

DEPARTMENT OF INSURANCE

CN-325

TRINTON NJ 08625-0325

(609) 292-5360

CHRISTINE TODD WHITMAN
Governor

ANDREW J. KARPINSKI
Commissioner

KINDS OF INSURANCE UNDER
THE LIFE AND HEALTH INSURANCE CODE

TITLE 17B

N.J.S.A. 17B:17-3 "LIFE INSURANCE" DEFINED:

"Life Insurance" is a policy or contract whereby an insurer is obligated to pay or allow a benefit of pecuniary value with respect to the cessation of human life. Life insurance includes also the granting of endowment benefits and optional modes of settlement of proceeds of life insurance as well as provisions for a. additional benefits in event of death by accident or accidental means or in event of dismemberment or loss of sight, or b. safeguarding such insurance against lapse or giving a special surrender value or special benefit or an annuity in the event that the insured shall become totally and permanently disabled, whether such provisions are incorporated in a policy or contract of life insurance or in a policy or contract supplemental thereto. Life insurance does not include workmen's compensation coverages.

N.J.S.A. 17B:17-4, "HEALTH INSURANCE" DEFINED:

"Health Insurance" is a contract or agreement whereby an insurer is obligated to pay or allow a benefit of pecuniary value with respect to the bodily injury, disablement, sickness, death by accident or accidental means of a human being, or because of any expense relating thereto, or because of any expense incurred in prevention of sickness, and includes every risk pertaining to any of the enumerated risks. Health insurance does not include workmen's compensation coverages.

N.J.S.A. 17B:17-5, "ANNUITY" DEFINED:

"Annuity" is a contract not coming within the definition of life insurance as set forth in section 17B:17-3, or health insurance as set forth in section 17B:17-4, under which an insurer obligates itself to make periodic payments for a specified period of time, such as for a number of years, or until the happening of an event, or for life, or for a period of time determined by any combination thereof. Such a contract which includes extra benefits of the kinds set forth in section 17B:17-3, or 17B:17-4 shall nevertheless be deemed to be an annuity if such extra benefits constitute subsidiary or incidental part of the entire contract.

Certified correct


Andrew J. Karpinski

Commissioner of Insurance



State of New Jersey

DEPARTMENT OF INSURANCE

CN-325

TRENTON NJ 08625-0325

(609) 292-5360

CHRISTINE TODD WHITMAN
Governor

ANDREW J. KARPINSKI
Commissioner

KINDS OF INSURANCE UNDER
THE LIFE AND HEALTH INSURANCE CODE
TITLE 17B

N.J.S.A. 17B:28-1, "Variable Contracts" Defined:

"... a. 'Separate account contract' means any contract issued by an insurer under which amount (including without limitation proceeds applied under optional modes of settlement or under dividend options) are allocated by the insurer to one or more separate accounts; b. 'Separate Account' means any segregated portfolio of investments or designated account of an insurer established pursuant to this chapter; c. 'Contract on a variable basis' means any separate account contract providing for the dollar amount of life insurance or annuity benefits or other contractual payments or values thereunder to vary so as to reflect investment results of one or more separate accounts in which amounts with respect to any such contracts shall have been placed; and d. 'Variable contract account' means any such separate account."

Certified correct

Andrew J. Karpinski
Commissioner of Insurance