

F 95000003951

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

3000001518583  
-06/20/95--01140--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ARDIEL INSURANCE SERVICE, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

W95-12632

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:

Fred A. Lebe  
(Name of Person)  
Ardiel Insurance Service, Inc.  
(Firm/Company)  
1840 Ogden Drive  
(Address)  
Burlingame, California 94010  
(City, State and Zip Code)

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

Christina Ocampo at ( 800 ) 736 - 3660, extension 1237  
(Name of Person) Area Code & Daytime Telephone Number

42 8/16  
9/18 27  
SECTION 15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

# **ARDIEL INSURANCE SERVICE, INC.**

Administration and Marketing  
1840 Ogden Drive, Burlingame, California 94010  
Telephone (415) - 697-4000

## **Memorandum**

Date: June 14, 1995

To: QUALIFICATION / TAX LIEN SECTION  
DIVISION OF CORPORATIONS

From: Fred Lebe 

RE: ARDIEL INSURANCE SERVICE, INC.

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This memorandum serves as request for a CERTIFICATE OF STATUS. Please note that the fee for the certificate is included with the registration fee.

Thank you.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 21, 1995

FRED A. LEBE  
ARDIEL INSURANCE SERVICE, INC.  
1840 OGDEN DRIVE  
BURLINGAME, CA 94010

SUBJECT: ARDIEL INSURANCE SERVICE, INC.  
Ref. Number: W95000012632

We have received your document for ARDIEL INSURANCE SERVICE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$6001.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Lee Rivers  
Document Examiner

Letter Number: 395A00030411

# **ARDIEL INSURANCE SERVICE, INC.**

Administration and Marketing  
1840 Ogden Drive, Burlingame, California 94010  
Telephone (415) - 897-4000

June 27, 1995

Leo Rivers  
Document Examiner  
Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: ARDIEL INSURANCE SERVICE, INC.  
REFERENCE NO. W95000012632

Dear Ms. Rivers:

I am in receipt of your letter regarding the corrections on our APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA. Attached is the form signed by the Secretary, Robert S. DeLue.

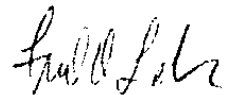
Upon review of the Florida Statutes (1993) Section 607.1501, Ardriel's activities are included in the list of "the activities that do not constitute transacting business in Florida," namely, "selling through independent contractors, and "soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside Florida before they become contracts."

We are required to register our corporation with the Secretary of State because the Department of Insurance requires it prior to filing the THIRD PARTY ADMINISTRATOR application. In 1986, we were advised by the DOI that we did not have to file for a THIRD PARTY ADMINISTRATOR application and therefore, did not register with the Secretary of State (see the attached correspondence). Just recently, I spoke to the Department of Insurance whereby they explained that the person who informed us that we did not have to file for the THIRD PARTY ADMINISTRATOR was "incorrect" and he forwarded the necessary paperwork which included the Foreign Corporation application.

I am requesting we not be penalized for this filing due to the circumstances and that our activities in Florida fall under the exemption from filing criteria.

Please advise me if you are in agreement. Thank you for your attention to this matter.

Sincerely,



Fred A. Lebe  
Ardiel Insurance Service, Inc.

FAL:cmo  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

July 11, 1995

FRED A. LEBE  
ARDIEL INSURANCE SERVICE, INC.  
1840 OGDEN DRIVE  
BURLINGAME, CA 94010

SUBJECT: ARDIEL INSURANCE SERVICE, INC.  
Ref. Number: W95000012632

In response to your letter of June 27, 1995; if the corporation has determined that its previous activities did not constitute "transacting business in Florida," the corporation need not pay the penalty applied to corporations which have transacted business without authority. Please submit an affidavit to this effect, as requested in our letter of June 21, 1995, a copy of which is enclosed. The affidavit must be notarized.

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: 795A00033204

# **ARDIEL INSURANCE SERVICE, INC.**

Administration and Marketing  
1040 Ogden Drive, Burlingame, California 94010  
Telephone (415) - 007-4000

July 26, 1995

Leo Rivers  
Document Examiner  
Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: ARDIEL INSURANCE SERVICE, INC.**  
**REFERENCE NO. W95000012632**

Dear Mr. Rivers:

Pursuant to your correspondence dated June 21 and July 11, and our conversation July 17, we believe that our corporation's prior activities do not constitute "transacting business in Florida." Ardiel Insurance Service, Inc.'s activities involve collecting premiums due on individual health insurance policies (specifically long term care insurance) by mailing notices to insureds which are then remitted to our headquarters in Burlingame, California. The applications for insurance are written by independent contractors and issued or accepted outside the state of Florida. Ardiel Insurance Service does not have an office or any assets in Florida. Upon review of the Florida Statutes (1993) Section 607.1501, listed under subsection (2), "the following activities, among others, do not constitute transacting business" that we believe apply in our case are:

- (e) selling through independent contractors;
- (f) soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside this state before they become contracts; and,
- (h) securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

Attached is the statement indicating that erroneous information was listed on the APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA as required. However, we are required to submit this application prior to filing for the THIRD PARTY ADMINISTRATOR license with the Florida Department of Insurance.

Should you require any additional information, do not hesitate to contact me via our toll-free number 1(800) 736-3660 at extension 1221.

Thank you for your attention to this matter.

Sincerely,



Fred A. Lebe

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 7, 1995

FRED A. LEBE  
ARDIEL INSURANCE SERVICE, INC.  
1840 OGDEN DRIVE  
BURLINGAME, CA 94010

SUBJECT: ARDIEL INSURANCE SERVICE, INC.  
Ref. Number: W95000012632

We have received your document for ARDIEL INSURANCE SERVICE, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

We cannot file your application until you submit a NOTARIZED affidavit, as stated in our letter of July 11, 1995, a copy of which is attached.

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: 195A00036899

STATEMENT

This serves as notice that the APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA submitted by Ardlel Insurance Service, Inc. to the Florida Department of State had erroneous information as Ardlel Insurance Service, Inc. was not properly informed of the Florida Statute Section 507.1501 that lists the activities that "do not constitute transacting business in Florida." We believe that the activities of Ardlel do not constitute transacting business as defined in the statute.

As Ardlel Insurance Service, Inc. is required to register the corporation with the Secretary of State the application to transact business in the Florida prior to filing the THIRD PARTY ADMINISTRATOR license application with the Florida Department of Insurance, the date Ardlel will begin transacting business shall be this 11th day of August, 1995.

Dated and executed at Burlingame, California, on the 11th day of August, 1995.

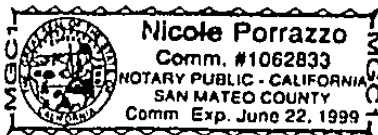
  
Robert S. DeLue, Secretary  
Ardlel Insurance Service, Inc.

RECEIVED  
NOTARY PUBLIC  
11 16 1995

BEFORE ME this day personally appeared Robert S. DeLue (Typed name) who, being duly sworn, deposes and says that the above statement is true and correct.

Sworn to and subscribed before me this 11th day of August 19 95.

(Notary Seal)



  
Notary Public

My commission expires: June 22, 1995



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. Ardiel Insurance Service, 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. California 3. 94-2930119  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 27, 1984 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1985  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1840 Ogden Drive  
Burlingame, California 94010  
(Current mailing address)

8. To act as Third Party Administrator  
(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.*

Insurance Commissioner  
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Rita DeLue

Address: 1840 Ogden Drive

Burlingame, California 94010

Vice President: Randall C. DeLue

Address: 1840 Ogden Drive, Burlingame, CA 94010

Secretary: Robert S. DeLue

Address: 1840 Ogden Drive

Burlingame, CA 94010

Treasurer: Robert S. DeLue

Address: 1840 Ogden Drive, Burlingame, California 94010

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

13. Robert S. DeLue  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert S. DeLue -- Secretary  
(Typed or printed name and capacity of person signing application)

# State of California

SECRETARY OF STATE

## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 27th day of February, 1984,

**ARDIEL INSURANCE SERVICE, INC.**

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this  
8th day of June, 1995



*Bill Jones*  
BILL JONES  
Secretary of State

# ARDIEL INSURANCE SERVICE, INC.

Administration and Marketing  
1040 Ogden Drive, Burlingame, California 94010  
Telephone (415) - 697-4000

F95000003951

May 21, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Change of Registered Agent [F95000003951 (9)]

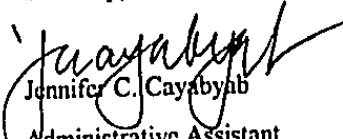
Dear Division of Corporations:

Enclosed is the "Statement of Change of Registered Agent" for Ardriel Insurance Service, Inc. We have recently received letter from the Florida Department of Insurance requesting this change. Our annual report was mailed to you in January. We understand that there is no additional charge for this designation.

If you have any questions, please feel free to call me at ext. 1237.

Thank you.

Sincerely,

  
Jennifer C. Cayabyab  
Administrative Assistant

Enclosure

FILED  
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DIVISION OF CORPORATIONS  
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97 MAY 27 AM 9:11  
DIVISION OF CORPORATIONS

NA change

TUE JUN 23 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 9, 1997

JENNIFER C. CAYABYAB, ADMIN. ASST.  
ARDIEL INSURANCE SERVICE, INC.  
1840 OGDEN DRIVE  
BURLINGAME, CA 94010

SUBJECT: ARDIEL INSURANCE SERVICE, INC.  
Ref. Number: F95000003951

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please accept our apology if you was informed by the office, that there is no additional charge. There is a filing fee of \$35 due.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 197A00030795

Florida Department of State, Sandra B. Mortham, 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 California submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Ardiol Insurance Service, Inc.
2. The mailing address of the corporation is: 1840 Ogden Drive  
Burlingame, CA 94010
3. Date of incorporation/qualification: 2/27/84 Document number: F95000003951 (9)
4. The name and address of the current registered agent and office:

Insurance Commissioner

Capitol

Tallahassee, FL 32399-0300

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Gregg Kroman

611 S. Federal Hwy. Suite B

Stuart, FL 34994

The street address of its registered office 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.

Robert S. DeLue  
(Signature of an officer, chairman or vice chairman of the board)

MAY 21, 1997  
(Date)

Robert S. DeLue, Secretary  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Gregg Kroman  
(Signature of Registered Agent)

5-12-97  
(Date)

If signing on behalf of an entity:

Gregg Kroman  
(Typed or Printed Name)

REGIONAL SALES MANAGER  
(Capacity)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
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