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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Actuarial Benefits & Design Company of Florida, 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:

David Shane Smith
(Name of Person)
Spotts, Smith, Fain & Rawls, P.C.
(Firm/Company)
411 East Franklin St., Suite 601
(Address)
Richmond, Virginia 23219
(City, State and Zip Code)

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*****70.00 *****70.00

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

David Shane Smith at (804) 786 - 1190
(Name of Person) Area Code & Daytime Telephone Number

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 TRANSACT BUSINESS IN FLORIDA**

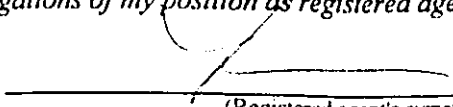
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Actuarial Benefits & Design Company of Florida, 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. Virginia
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. October 3, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 15, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 419 N 3 rd Street, Jacksonville Beach, FL 32250 (Florida office)
1523 Huguenot Rd., Suite 101, Midlothian, Va. 23113 (Virginia office)
(Current mailing address)
8. To engage in the business of offering actuarial services to the general public.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Lorraine Dorsa

Office Address: 2015 Palmetto Point Dr.
Ponte Vedra , Florida , 32082
(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 forthwith 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.

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: Lorraine Dorsa

Address: 2015 Palmetto Point Dr., Ponte Vedra, Florida 32082

Vice Chairman: Lisa Germano

Address: 12110 Framer Dr., Midlothian, VA 23113

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Lisa C. Germano

Address: 12110 Framer Dr., Midlothian, VA 23113

Vice President: Lorraine Dorsa

Address: 2015 Palmetto Point Dr., Ponte Vedra, Florida 32082

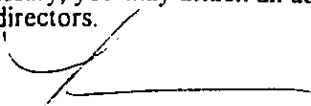
Secretary: Lorraine Dorsa

Address: See above

Treasurer: Lorraine Dorsa

Address: See above

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

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

14. Lorraine Dorsa
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



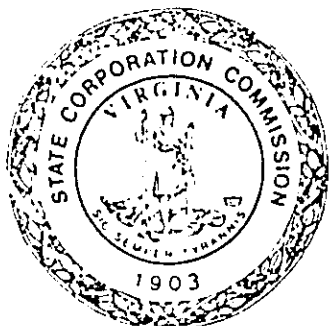
State Corporation Commission

I Certify the Following from the Records of the Commission:

ACTURAL BENEFITS & DESIGN COMPANY OF FLORIDA, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 03, 1995.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: October 16, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission