

F96000000271
INSUR NATIONAL INSURANCE ADMINISTRATORS, INC.

December 21, 1995

Florida Department of State
The Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

The purpose of this letter is to request a Certificate of Status for Insurnational Insurance Administrators, Inc. from Florida Department of State.

In that regard, enclosed please find Certificate of Incorporation from the State of Texas, Certification of Account Status from Austin, Texas, an *Application by Foreign Corporation for Authorization to Transact Business in Florida* and a check in the amount of \$78.75 (\$70 registration fee, 8.75 certificate fee).

Should you have any questions or need additional information, you may reach me at the number listed below.

Thank you for your assistance.

Sincerely,


Jane B. Fericho
Secretary/Treasurer

nr

Enclosures

95/17
96 JAN 17 AM 9:38
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

200001672172
-12/27/95--01077--005
*****78.75 *****78.75

W93-25022



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1995

JANE B. JERICO
INSURNATIONAL INSURANCE ADMINISTRATORS,
5201 N. O'CONNOR BLVD., STE. 400
IRVING, TX 75039

SUBJECT: INSURNATIONAL INSURANCE ADMINISTRATORS, INC.
Ref. Number: W95000025022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 9:38

We have received your document for INSURNATIONAL INSURANCE ADMINISTRATORS, 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The second page of the application is missing. Please find a blank one enclosed for your convenience.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 295A00055486

**INSURNATIONAL INSURANCE ADMINISTRATORS,
INCORPORATED**

January 9, 1996

Ms. Jennifer Sindt
Document Examiner
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 9:38

RE: INSURNATIONAL INSURANCE ADMINISTRATORS, INC.
Ref. Number: W95000025022

Dear Ms. Sindt:

Enclosed is our corrected application along with the missing second page. I apologize for not sending the second page, but the application I originally received only had one page.

Thank you for your help. If you need anything else, please do not hesitate to contact me.

Sincerely,


Jane B. Fero
Secretary/Treasurer

**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. Insurnational Insurance Administrators, 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 3. 75-2401851
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-17-91 5. Perpetual
(Date of incorporation) (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. 5201 N. O'Connor Blvd., Suite 400
Irving, Texas 75039
(Current mailing address)

8. 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 9:39

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

A. DIRECTORS

Chairman: Raymond C. Morrison, Jr.

Address: 5215 N. O'Connor Blvd. Ste. 800 Irving, TX 75039

Vice Chairman: _____

Address: _____

Director: W. Brian Harrigan

Address: 5215 N. O'Connor Blvd. Ste. 300
Irving, TX 75039

Director: _____

Address: _____

B. OFFICERS

President: W. Brian Harrigan

Address: 5215 N. O'Connor Blvd. Suite 300
Irving, Texas 75039

Vice President: Robert P. Pollock

Address: 5201 N. O'Connor Blvd. Ste 400
Irving, Texas 75039

Secretary: Jane B. Jericho

Address: 5215 N. O'Connor Blvd. Suite 300
Irving, Texas 75039

Treasurer: Jane B. Jericho

Address: 5215 N. O'Connor Blvd Suite 300
Irving, Texas 75039

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

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

14. Jane B. Jericho Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 9:38



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 AM 9:38

The State of Texas

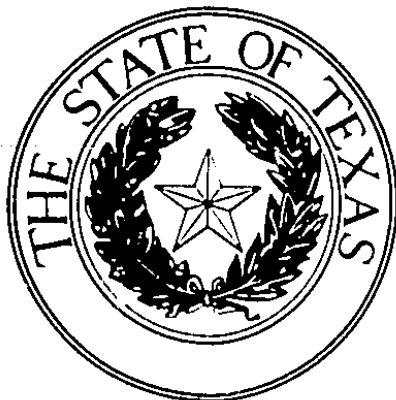
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

INSURNATIONAL INSURANCE ADMINISTRATORS, INC.

were filed in this office and a certificate of incorporation was issued on
DECEMBER 17, 1991;

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



*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 December 15, 1995.*

1087.

Antonio O. Garza, Jr.
Secretary of State

PH

UICI

5201 N. O'Connor Blvd.
Suite 400
Irving, TX 75039-3712
972/402-4019

F96000000271

March 28, 1997

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

700002128877--7
-03/31/97--01139--002
*****35.00 *****35.00

RE: UICI Administrators, Inc. fka Insurnational Insurance Administrators, Inc.

Dear Sir/Madam:

Attached are the forms required for notification of change of name of a corporation:

Florida Application for Amendment

Original Certificate of Amendment from Texas

Check number 7942 in the amount of \$35.00 payable to the Florida Department of State

Thank you for your help with this matter. If any additional information is required, please do not hesitate to contact me at 972-508-3230.

Sincerely,


Jane B. Jenkins, CLU
Secretary/Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 31 PM 3:51

APPROVED
AND
FILED

F96000000271
3-31-97
JF NO

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. INSURNATIONAL Insurance Administrators, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Texas 3. January 17, 1996
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 1997
5. UICI Administrators, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Jane B. Jericho
Signature
Jane B. Jericho
Typed or printed name

3/17/97
Date
Secretary/Treasurer
Title

APPROVED
FILED
MAR 31 PM 3:51
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**UICI ADMINISTRATORS, INC.
FORMERLY: INSURNATIONAL INSURANCE ADMINISTRATORS, INC.
CHARTER NO. 1215123**

CERTIFICATE OF AMENDMENT

**DECEMBER 27, 1996
EFFECTIVE DATE: JANUARY 1, 1997**



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 March 19, 1997.

1087.

**Antonio O. Garza, Jr.
Secretary of State**

BAM

11 0 2 3 0 1 0 2 6 5 5

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF**

FILED
In the Office of the
Secretary of State of Texas
DEC 27 1996
Corporations Section

INSURNATIONAL INSURANCE ADMINISTRATORS, INC.

INSURNATIONAL INSURANCE ADMINISTRATORS, INC., a corporation organized and existing under Texas Business Corporation, DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: That by written consent of the Board of Directors of INSURNATIONAL INSURANCE ADMINISTRATORS, INC., on November 26, 1996, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"ARTICLE I

"The name of the company is UICI ADMINISTRATORS, INC."

SECOND: ~~The amendment was adopted by written consent of the~~ shareholders on November 26, 1996, in accordance with article 9.10 of the Texas Business Corporation Act, and any written notice required by such article has been given.

1 0 2 3 0 1 0 2 3 3 3

THIRD: That the effective date of this Certificate of Amendment is January 1, 1997.

IN WITNESS WHEREOF, said **INSURNATIONAL INSURANCE ADMINISTRATORS, INC.** has caused this Certificate to be signed by James M. Durkin, its President, and Jane B. Jericho, its Secretary, this 2nd day of December, 1996.

**INSURNATIONAL INSURANCE
ADMINISTRATORS, INC.**

By: _____

James M. Durkin, President

ATTEST:

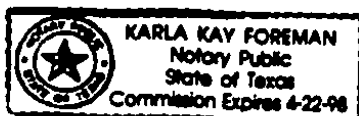
Jane B. Jericho

STATE OF TEXAS }

COUNTY OF DALLAS }

On this date, before me, a Notary Public in and for the State of Texas, personally appeared James M. Durkin and Jane B. Jericho, known to me to be the President and Secretary, respectively, of INSURNATIONAL INSURANCE ADMINISTRATORS, INC., a corporation organized and existing under the laws of the State of Texas, and acknowledge to me that they executed the foregoing instrument for the purposes and consideration therein expressed, and as the act of said corporation.

GIVEN UNDER MY HAND AND SEAL of office, this 2nd day of December, 1996



Karla K. Foreman
Notary Public, State of Texas