

F96000001746

Central Licensing Bureau, Inc.

SUITE 550
PROSPECT BUILDING
1901 NORTH UNIVERSITY
LITTLE ROCK, ARKANSAS 72207-5271

(501) 664-8044
FAX - (501) 664-8182
April 3, 1996

REV. PLETHER
Gina Bradshaw, P.E.
Vice President

Secretary of State's Office
Corporation Department
409 E. Gaines
Tallahassee, Florida 32399

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify HealthCare
COMPARE Administrative Services, Inc. to do business in your state.

I trust this letter and the enclosed documents places them in
compliance with your Statutes. However, if any further action is
required, please do not hesitate to contact me.

Thank you for your consideration of this filing.

Sincerely,

Janet Lybrand

Janet Lybrand
Initial Licensing Division

/j1

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -4 AM 8:34

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**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. HealthCare COMPARE Administrative Services, 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. Illinois
(State or country under the law of which it is incorporated)
3. applied for
(FEI number, if applicable)
4. 01/16/96
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. when qualified
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 3200 Highland Ave., Downers Grove, IL 60515
(Current mailing address)
8. to function as a 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.

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

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

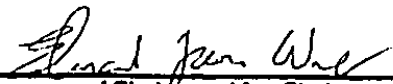
Address: _____

Treasurer: _____

Address: _____

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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. Edward Lewis Wristen, President
(Typed or printed name and capacity of person signing application)

**Officers, Directors, Shareholders
OF
HealthCare COMPARE Administrative Services, Inc.**

Name/Address

Title

Edward Lewis Wristen
1137 Peregrine Ct.
Palatine, IL 60067
DOB: 01-28-52
SS #297-48-6715

President & Director

Lottie Ann Kurcz
100 E. Huron, #1702
Chicago, IL 60611
DOB: 06-17-54
SS #341-50-9580

Vice President, Secretary
& Director

Joseph E. Whitters
425 Fairview
Glen Ellyn, IL 60137
DOB: 04-22-58
SS #482-74-7837

Treasurer & Director

HealthCare COMPARE Corp.
3200 Highland Avenue
Downers Grove, IL 06515

100% Ownership

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DIVISION OF CORPORATIONS
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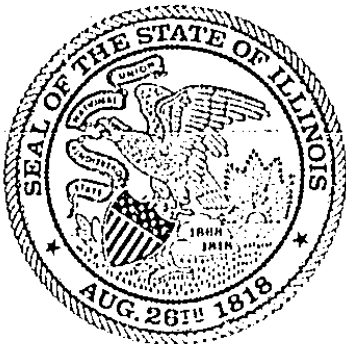
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To all to whom these Presents Shall Come, Greeting,

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

HEALTHCARE COMPARE ADMINISTRATIVE SERVICES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JANUARY 16, 1996, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this 27TH
day of MARCH *A.D., 19* 96

George H. Ryan

SECRETARY OF STATE

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July 16, 1997

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

FILED
97 JUL 21 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Statement of Change of Registered Agent
HealthCare COMPARE Administrative Services Inc.

To Whom This May Concern:

Enclosed please find the Statement of Change of Registered Agent form for HealthCare COMPARE Administrative Services, Inc. as well as a check in payment of the \$35 fee.

If you need additional information, please contact me directly at (630) 241-7919, extension 2142.

Sincerely,

Paula Denton

Paula Denton
Regulatory Paralegal

corp/fitpal.doc

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-07/21/97--01037--008
*****35.00 *****35.00

PAChg

DFG 7/22

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 Illinois 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: HealthCare COMPARE Administrative Services, Inc.

2. The mailing address of the corporation is: 3200 Highland Avenue, Downers Grove, IL 60515

3. Date of incorporation/qualification: 04/04/96 Document number: _____

4. The name and address of the current registered agent and office:

The Department of Insurance, 200 East Gaines Street,
P.O. Box 6200

Tallahassee, Florida 32314-6200

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

C T Corporation System

1200 Pine Island Road

Plantation, Florida 33324

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.

X Joseph E. Whitter
(Signature of an officer, chairman or vice chairman of the board)

7/1/97
(Date)

Joseph E. Whitter, Treasurer

(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.

James M. Halpin
(Signature of Registered Agent)

7/14/97
(Date)

If signing on behalf of an entity:

James M. Halpin
(Typed or Printed Name)

Assistant Secretary
(Capacity)