

Document Number Only

F960000003563

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300001898888
-07/15/96--01020--012
*****70.00 *****70.00

Medical Savings Insurance Company

7/15

- 96 JUL 15 PM 3:01
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

7/15/96

**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. MEDICAL SAVINGS INSURANCE COMPANY
(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. Oklahoma
(State or country under the law of which it is incorporated)
3. 35-1967207
(FEI number, if applicable)
4. June 5, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. None transacted
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 5835 West 74th Street
Indianapolis, IN 46278-1757
(Current mailing address)
8. Sale of life insurance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM



(Registered agent's signature) (Officer)

Jeffrey R. Graves, Assistant Secretary
(Type Name and Title of Officer)

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:

A. DIRECTORS

SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Randal E. Suttles, President
(Typed or printed name and capacity of person signing application)

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The directors & officers of Medical Savings Insurance Company
are:

Randal E. Suttles -- President & Treasurer & Director
Suzanne Leffors-Katt -- Secretary & General Counsel & Director
J. Patrick Rooney -- Director & Chairman of the Board
William K Nasser, MD -- Director
Patrick F. Carr -- Director

Their address is: Medical Savings Insurance Company
5835 West 74th Street
Indianapolis, IN 46278-1757

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OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that MEDICAL SAVINGS INSURANCE COMPANY

whose registered agent is: The Corporation Company
with its registered office at 735 First National Building, Oklahoma City, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



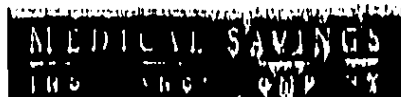
Done at the City of Oklahoma City, this 3rd day of July,
1926.

Sam Cole

Secretary of State

By: [Signature]

DIVISION OF CORPORATIONS
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YOUR HEALTH. YOUR MONEY. YOUR CHOICE.

F96000003563

Mr. Doug Dickenson
Florida Department of State
409 East Gaines St.
Tallahassee, FL 32399

October 29, 1996

Dear Mr. Dickenson:

I am very sorry about all this confusion. I know it is a lot of extra work for you and I really appreciate it.

Medical Savings Insurance Company's Federal Employer's Identification Number (FEIN) is 35-1975418. When we purchased First Life Assurance Company, we were required to change the FEIN. Mr. Woods from the Department of Insurance tells me the companies are tracked on computer by their FEIN so it is important to have the correct number on file.

If you have any questions, please call me. I can be reached at 1-800-589-8911.

Sincerely,

Suzanne Katt

Suzanne E. Katt
Secretary/General Counsel

cc: John Woods

MEDICAL SAVINGS
INSURANCE COMPANY

YOUR HEALTH, YOUR MONEY, YOUR DOCTOR

F96000003563

September 11, 1997

Karen Gibson
Florida Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32314

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-09/22/97--01105--025
*****35.00 *****35.00

Dear Ms. Gibson:

Per our telephone conversation please find enclosed the three items you requested we fill out in order to obtain a certificate from the Secretary of State reflecting the name change from First Life Assurance Company (FLAC) to Medical Savings Insurance Company (MSIC).

The Annual Corporation report for FLAC, the withdrawal form for MSIC, and the amendment form reflecting the name change from FLAC to MSIC are all accompanied by a check for the appropriate amount of fees.

If you need any further information from us, please let me know. Thank you for your assistance in this matter.

Sincerely,

Sharon M. Gregg

Sharon M. Gregg
Accounting Manager

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97 SEP 12 PM 3:50
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TALLAHASSEE, FLORIDA

withdr
BIA
9/12

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Medical Savings Insurance Company
(Name of Corporation)

Oklahoma

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

5835 West 74th Street
(Mailing Address)

Indianapolis, IN 46278-1757
(City/State/Zip)

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TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Suzanne L. Katt
Signature

Secretary/Vice President
Title

Suzanne L. Katt
Typed or printed name

9/11/97
Date