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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Health Reinsurance Management, Incorporated
(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:

Jennifer Monsini

(Name of Person)

HRMP/Conversion Office

(Firm/Company)

57 Wharf Street, Suite 2E

(Address)

Salem, MA 01970

(City, State and Zip Code)

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****131.25 ****131.25

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

Jennifer Monsini

(Name of Person)

at (508) 741 0931

Area Code & Daytime Telephone Number

*Jennifer gave auth. to add
"upon qualification" to #6
(7/21/91)*

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DIVISION OF CORPORATIONS
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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



July 24, 1996

Florida Department of Insurance
Secretary of State
Qualifications/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**Re: Health Reinsurance Management, Incorporated - 04/3097134
Application By Foreign Corporation For Authorization To Transact Business
In Florida**

Dear Division of Corporations:

Enclosed is an application, certificate of existence and check for \$131.25 to register the above corporation in Florida.

I have enclosed a self addressed envelope for your convenience.

If you have any questions, please feel free to contact us at toll free at (888) 999-4767

Sincerely,

Jennifer C. Monsini
Conversion Administrator

Enclosures

**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. Health Reinsurance Management, Incorporated
(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. Massachusetts/Essex
(State or country under the law of which it is incorporated)
3. 04/3097134
(FEI number, if applicable)
4. September 11, 1990
(Date of incorporation)
5. Present
(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. 27 Congress Street, Suite 406
Salem, MA 01970
(Current mailing address)
8. Partner of Health Reinsurance Management Partnership/Medical Ins. Admin
(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: Patrick C. Lacy

Office Address: 11382 Prosperity Farms Rd., #123

Palm Beach Gardens, Florida, 33410

(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.

(Registered agent's signature)

Patrick C. Lacy

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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: Robert K. O'Brien

Address: 27 Congress Street, Suite 406

Salem, MA 01970

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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. Robert K. O'Brien

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

14. Robert K. O'Brien, President, Secretary, & Treasurer

(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

April 29, 1996

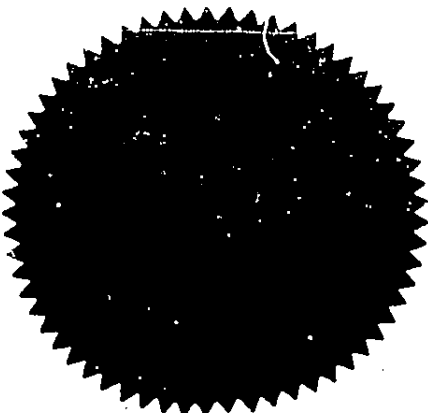
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Health Reinsurance Management, Incorporated

is a domestic corporation organized on **September 11, 1990**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.