Document Number Only

F98000002632

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City	State	Zip	Phone

100002516961--5
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*****70.00 *****70.00

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CORPORATION(S) NAME

Delta Dental Plan of California

( ) Profit (X) NonProfit ( ) Limited Liability Company	( ) Amendment	( ) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
( ) Certified Copy	( ) Photo Copies	( ) CUS
( ) Call When Ready (X) Walk In ( ) Mail Out	( ) Call if Problem ( ) Will Wait	( ) After 4:30 (X) Pick Up

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W.P. Verifier

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THANKS
JOEY

Per Eric (CT of CA) "Corporation" to be suffix

CR2E031 (1-89)

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. DELTA DENTAL PLAN OF CALIFORNIA, CORPORATION
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. CALIFORNIA
(State or country under the law of which it is incorporated)

3. 94-1461312
(FEI number, if applicable)

4. MAY 31, 1955
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

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6. 1/1/98
(Date corporation first conducted Affairs in Florida - *See sections 617.1501, 617.1502, and 817.155, F.S.*)

7. 100 FIRST STREET, MS 15L
SAN FRANCISCO, CALIFORNIA 94105
(Current mailing address)

8. SEE ATTACHED
(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:**

CT CORPORATION SYSTEM
(Name)

1200 S. PINE ISLAND ROAD
(Office address)

PLANTATION, Florida, 35324
(City) (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.

Naseem A. Conde
(Registered agent's signature)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

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: SEE ATTACHED RIDER

Address:

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:

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

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

Robert G. Becker
(Typed or printed name and capacity of person signing application)

BOARD OF DIRECTORS AND OFFICERS OF DELTA DENTAL PLAN OF CALIFORNIA

OFFICERS

William T. Ward, President and CEO
100 First Street
San Francisco, CA 94105

Donald B. Conkling, Senior Vice President
Marketing & Actuarial Services
100 First Street
San Francisco, CA 94105

R. Steven Bull, D.D.S., Senior Vice President
Public & Professional Services
100 First Street
San Francisco, CA 94105

Lowell G. Daun, D.D.S., Senior Vice President
Federal Programs
7667 Folsom Boulevard
Sacramento, CA 95826

Jerry R. Holcombe, Senior Vice President
Chief Administrative and Information Officer
100 First Street
San Francisco, CA 94105

Elizabeth M. Russell, Senior Vice President and CFO
100 First Street
San Francisco, CA 94105

Frederick G. Mylius, Senior Vice President
State Government and Commercial Programs
7667 Folsom Boulevard
Sacramento, CA 95826

Joseph Jaeger, Senior Vice President and CFO (Retiring)
100 Fist Street
San Francisco, CA 94105

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Robert G. Becker, General Counsel
100 First Street
San Francisco, CA 94105
Kenneth E. Bernardi, Vice President
Underwriting, Actuarial & Research
100 First Street
San Francisco, CA 94105

John W. Crooms, Jr., Vice President Sales
100 First Street
San Francisco, CA 94105

Robert B. Elliott, Vice President Delta Dental
President Delta Dental Insurance Company
President Private Medical-Care, Inc.
100 First Street
San Francisco, CA 94105

Kathryn Jonzonn, Vice President of Systems Development
100 First Street
San Francisco, CA 94105

Michael B. Kaufmann, Vice President
Denti-Cal
7667 Folsom Boulevard
Sacramento, CA 95826

William R. Kelley, Vice President and Controller
100 First Street
San Francisco, CA 94105

Michael J. McGinley, Vice President
Public & Professional Relations
100 First Street
San Francisco, CA 94105

Sharon L. Rafter, Vice President
Corporate Affairs
100 First Street
San Francisco, CA 94105

Michael Finnegan, Vice President
Commercial Operations
100 First Street
San Francisco, CA 94105

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Martin F. Whelan, Vice President Delta Dental
President Deltanet
100 First Street
San Francisco, CA 94105

DIRECTORS

Cary P. Badger
137 Briar Place
Danville, CA 94526

Jody Bell
P. O. Box 640
San Jose, CA 95106

John W. Berry, D.D.S.
4539 College Avenue
San Diego, CA 92115

Harley B. Blankenship
15874 Royal Haven Place
Sherman Oaks, CA 91403

A. E. Brown
102 Sea Bluff Lane
Port Angeles, CA 98362

Jean Campbell, D.D.S.
300 E. Yorba Linda Boulevard, Suite C
Placentia, CA 92670

Lawrence C. Clark
8960 Chicksaw Trail
Lucerne Valley, CA 92356

Bruce L. Dow
3601 West Olive Avenue
Burbank, CA 91510

Paul L. Faranda (Treasurer)
463 Via Lido Soud
Newport Beach, CA 92663

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Norman Gleit (Secretary)
18910 Killoch Way
Northridge, CA 91326

Jerry L. Jensen, D.D.S.
895 Moraga Road, #5
Lafayette, CA 94549

John P. Lehman, D.D.S. (First Vice Chairman)
11311 La Mirada Boulevard
Whittier, CA 90604

Jack McNally (Chairman)
503 Silver Lake Drive
Danville, CA 94526

Hans S. Sjoren, D.D.S. (Second Vice Chairman)
74-133 El Paseo, Suite D
Palm Desert, CA 92260

Edward J. Streeter, D.D.S.
3701 Stocker Street, Suite 405
Los Angeles, CA 90008

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 31st *day of* May *, 19* 55 *,*

DELTA DENTAL PLAN OF CALIFORNIA

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

April 8, 1998

Bill Jones

Secretary of State

SEC/STATE FORM CE-112 (REV. 9/95)

97 35478

VS