

PENNINGTON, MOORE, WILKINSON, BELL & DUNBAR, P.A.
ATTORNEYS AT LAW

BARBARA D. AUGER
SAMUEL R. BELL, III
DOUGLAS S. BELL
ROBERT CINTRON, JR.
KEVIN X. CROWLEY
MARK K. DELEGAL
MARC V. DUNBAR
PETER M. DUNBAR
MARTHA J. EDENFIELD
WILLIAM H. HUGHES, III
A. KENNETH LEVINE
JOHN J. MATTHEWS

EDGAR M. MOORE
E. MURRAY MOORE, JR.
BRIAN A. NEWMAN
JOHN C. PELHAM
CARL R. PENNINGTON, JR., P.A.
C. EDWIN RUDOLPH, JR.
GARRETT SHIPMAN
CYNTHIA S. TUNNICLIFF
WILLIAM E. WHITNEY
BENJAMIN WILKINSON
CATHERINE WILKINSON

OF COUNSEL
R. STUART HUFF, P.A.
Coral Gables, Florida
CHRISTOPHER W. KANE
(Admitted: Massachusetts, Florida, Colorado, Ohio)
BARBARA J. STARO
SPECIAL CONSULTANTS
RANDY MILLER
*NOT A MEMBER OF THE FLORIDA BAR

215 SOUTH MONROE STREET
2ND FLOOR
TALLAHASSEE, FLORIDA 32301
(850) 222-3533
FAX (850) 222-2126
E-Mail: email@penningtonlawfirm.com
REPLY TO
P.O. BOX 10095
TALLAHASSEE, FL 32302-2095

October 28, 1998

By Hand Delivery

The Honorable Sandra Mortham
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399-0250

300002674433--1
-10/28/98--01058--004
*****78.75 *****78.75

Attn. Division of Corporations

Re: **MIIX Insurance Company**
Application By Foreign Corporation For
Authorization To Transact Business in Florida

Dear Secretary Mortham:

On behalf of MIIX Insurance Company, I respectfully file the enclosed Application By Foreign Corporation For Authorization To Transact Business In Florida. Also, I would appreciate receiving a certified copy of these Articles as well as a certificate of status. Please have a member of your staff contact me at my office (681-6710) when the certified copy is ready and we will pick up the certified copy at the front desk.

Lastly, I enclose a check in the amount of \$78.75, to cover the filing fees (\$35+\$35), and certificate of status (\$8.75). If I can provide you with any further information regarding this matter, please feel free to contact me.

Thanking you in advance, I remain

Sincerely,

A. Kenneth Levine

Enclosures

W98-24446
98 NOV -3 PM 3:40
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
98 OCT 28 PM 12:00
RECEIVED
FEDERAL BUREAU OF INVESTIGATION
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 3:40

SUBJECT: MIIX INSURANCE COMPANY
(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:

WILLIAM C. LUDWIG, VICE PRESIDENT GENERAL COUNSEL

(Name of Person)

MIIX INSURANCE COMPANY

(Firm/Company)

TWO PRINCESS ROAD

(Address)

LAWRENCEVILLE, NEW JERSEY 08648

(City, State and Zip Code)

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

WILLIAM C. LUDWIG at (609) 234 6449 EXT. 1274
(Name of Person) Area Code & Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 28, 1998

PENNINGTON, MOORE, WILKINSON, BELL ET AL

SUBJECT: MIIX INSURANCE COMPANY
Ref. Number: W98000024446

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 3:40

We have received your document for MIIX INSURANCE COMPANY 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.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 198A00052903

PENNINGTON, MOORE, WILKINSON, BELL & DUNBAR, P.A.
ATTORNEYS AT LAW

BARBARA D. AUGER
SAMUEL P. BELL, III
DOUGLAS S. BELL
ROBERT CINTRON, JR.
KEVIN X. CROWLEY
MARK K. DELEGAL
MARC W. DUNBAR
PETER M. DUNBAR
MARTHA J. EDENFIELD
WILLIAM H. HUGHES, III
A. KENNETH LEVINE
JOHN J. MATTHEWS

EDGAR M. MOORE
E. MURRAY MOORE, JR.
BRIAN A. NEWMAN
JOHN C. PELHAM
CARL R. PENNINGTON, JR., P.A.
C. EDWIN RUDE, JR.
GARY A. SHIPMAN
CYNTHIA S. TUNNICLIFF
WILLIAM E. WHITNEY
BEN H. WILKINSON
CATHI C. WILKINSON

OF COUNSEL
R. STUART HUFF, P.A.
Coral Gables, Florida
CHRISTOPHER W. KANAGA
(Admitted in Massachusetts & Colorado Only)
BARBARA J. STAROS
SPECIAL CONSULTANTS
RANDY MILLER*
*NOT A MEMBER OF THE FLORIDA BAR

215 SOUTH MONROE STREET
2ND FLOOR
TALLAHASSEE, FLORIDA 32301

(850) 222-3533
FAX (850) 222-2126
E-Mail: email@penningtonlawfirm.com

REPLY TO:
P.O. BOX 10095
TALLAHASSEE, FL 32302-2095

By Hand Delivery

November 3, 1998

The Honorable Sandra Mortham
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399-0250

Attn. Division of Corporations c/o Michael Mays

Re: **MIIX Insurance Company**
Ref. Number W98000024446
Response to Letter No. 198A00052903

Dear Secretary Mortham:

This letter will respond to Michael Mays' letter of October 28, 1998, regarding the above-referenced matter. A copy of Mr. Mays' letter is attached for your reference. Therein, Mr. Mays asked for two additional items regarding the application of MIIX Insurance Company to register for authorization to transact business in Florida as a foreign corporation.

First, pursuant to Mr. Mays' indication, we have completed item number 6 of the application to indicate that MIIX intends to transact business in the State of Florida "upon qualification."

Second, we include an original certificate of existence dated no more than 90 days prior to the delivery of the application to the Department of State. This certificate is duly authenticated by the official having custody of the records in the jurisdiction under the laws in which MIIX was incorporated. For your reference, the official having custody of records regarding the incorporation of insurance companies in New Jersey is the Department of Banking and Insurance, not the department of state.

We trust that the enclosed documents respond adequately to Mr. Mays' request. If we can provide any further information with regard to this matter please do not hesitate to contact me.

Sincerely,

A. Kenneth Levine
A. Kenneth Levine

RECEIVED
98 NOV -3 PM 2:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Note

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 3:40

Call when Ready

**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. MIIX 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. NEW JERSEY

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

3. 22-3586488

(FEI number, if applicable)

4. 5/14/98

(Date of Incorporation)

5. Perpetual

(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. TWO PRINCESS ROAD

LAWRENCEVILLE, NEW JERSEY 08648

(Current mailing address)

8. PROPERTY AND CASUALTY INSURANCE

(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
98 NOV -3 PM 3:40

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

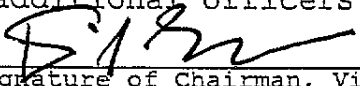
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Daniel Goldberg, Acting Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 3:40

12. Names and address of officers and/or directors: (Street address ONLY;
P.O. Box NOT acceptable)

OFFICERS:

Daniel Goldberg
Two Princess Road
Lawrenceville, New Jersey 08648

President and Chief Executive Officer

Kenneth Koreyva
Two Princess Road
Lawrenceville, New Jersey 08648

Vice President, Chief Financial Officer

Catherine E. Williams
Two Princess Road
Lawrenceville, New Jersey 08648

Secretary

DIRECTORS:

Hillel M. Ben-Asher, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Palma E. Formica, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Daniel Goldberg
Two Princess Road
Lawrenceville, New Jersey 08648

Acting Chairman

Paul J. Hirsch, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Henry R. Liss, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Vincent A. Maressa
Two Princess Road
Lawrenceville, New Jersey 08648

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 3:40

Murray N. Matez, DO
Two Princess Road
Lawrenceville, New Jersey 08648

Charles J. Moloney, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Fred M. Palace, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Carl Restivo, Jr., MD
Two Princess Road
Lawrenceville, New Jersey 08648

Gabriel F. Scialis, MD
Two Princess Road
Lawrenceville, New Jersey 08648

Martin L. Sorger, MD
Two Princess Road
Lawrenceville, New Jersey 08648

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 3:40

CERTIFICATE OF COMPLIANCE



State of New Jersey

DEPARTMENT OF BANKING AND INSURANCE

PO Box 325

TRENTON NJ 08625-0325

(609) 292-5360

CHRISTINE TODD WHITMAN
Governor

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 NOV -3 PM 3:40
JAYNEE LAVECCHIA
Commissioner

November 2, 1998

I, Jaynee LaVecchia, Commissioner of Banking and Insurance of the State of New Jersey, do hereby certify, depose and say that:

1. The MIIX Insurance Company, located in Lawrenceville, New Jersey, is an insurance company organized under the laws of the State of New Jersey on May 14, 1998, and issued its initial Certificate of Authority on August 3, 1998;
2. The home office of said Company is located at Two Princess Road, Lawrenceville, New Jersey 08648, and the name of the agent therein and in charge thereof upon whom process may be served against said corporation is William C. Ludwig, General Counsel;
3. Said Company is presently authorized to transact in New Jersey the kinds of insurance specified in paragraphs "a", "b", "e", "f", "g", "j", "k", "l", "n" and "o", of N.J.S.A. 17:17-1, and Health Insurance as defined in the Life and Health Insurance Code, at N.J.S.A. 17B:17-4. (*Except that authority granted under paragraph "e" shall not include authority to write workers' compensation and employers' liability, which is specifically excluded.) The Company's authority granted under paragraph "o" is further delineated in its Certificate of Authority as follows:

"AGAINST all physical loss to buildings and structures, including consequential loss, and against loss or damage to property of others caused by an insured;

"AGAINST loss or damage to property by power failure or mechanical breakdown;

4. Said Company is in good standing and having complied with all the requirements of the New Jersey statutes is authorized to transact the business of insurance in the State of New Jersey in accordance with all the provisions of its charter and the laws of this State as provided in its currently effective Certificate of Authority issued by this Department;
5. As reported in its Organization Examination as at June 24, 1998, the Company had Common Stock of \$4,200,000.00, Gross Paid In & Contributed Surplus of \$5,800,000.00 or a total Surplus as Regards Policyholders of \$10,000,000.00;

I further certify that the MIIX Insurance Company is not precluded by its charter or the laws of this State from engaging in the classes of business stated above in states other than New Jersey, upon compliance with the laws of such other states.

IN WITNESS WHEREOF, I have hereunto set, my hand and affixed my Official Seal, at Trenton, the day and year first above written.

Jayne LaVecchia
Commissioner of Banking and Insurance