F99000002999

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Dental Benefit Providers of Illinois, Inc.
(Name of corporation - must include suffix)

400002885744--5
-05/25/99--01065--004
*****87.50 *****87.50

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:

FILED
99 JUN 11 PM 12:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dennis Baylor
(Name of Person)

Dental Benefit Providers of Illinois, Inc.
(Firm/Company)

7200 Wisconsin Avenue, Suite 800
(Address)

Bethesda, Maryland 20814
(City/State/Zip)

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

F99-2999

Dennis Baylor at (301) 718.7472
(Name of Person) (Area Code & Daytime Telephone Number)

Name Availability 6-11
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifyer

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ $70.00 Filing Fee ☐ $78.75 Filing Fee & Certificate of Status ☐ $78.75 Filing Fee & Certified Copy ☒ $87.50 Filing Fee, Certificate of Status & Certified Copy

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 28, 1999

DENNIS BAYLOR
DENTAL BENEFIT PROVIDERS OF ILLINOIS
7200 WISCONSIN AVENUE, SUITE 800
BETHESDA, MD 20814

SUBJECT: DENTAL BENEFIT PROVIDERS OF ILLINOIS, INC.
Ref. Number: W99000012589

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99 JUN 11 PM 12:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for DENTAL BENEFIT PROVIDERS OF ILLINOIS, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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.)

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00029590

DENTAL
BENEFIT
PROVIDERS, INC.™

June 2, 1999

Via Federal Express

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 11 PM 12:46

Florida Office of the Secretary of the State
Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

CORPORATE
HEADQUARTERS

7200 Wisconsin Avenue
Suite 800
Bethesda, Maryland 20814
(301) 654-6900
Fax (301) 986-7965
800-896-4831

Member Services
(301) 986-5600
Fax (301) 657-4288
800-445-9090

WEST

311 California Street
Suite 550
San Francisco, CA 94104
(415) 391-1211
Fax (415) 391-1161

Re: Certificate of Authority & Transmittal Letter Forms - Dental Benefit Providers of Illinois, Inc.

Dear Sir/Madame:

In response to the May 28, 1999 letter from the Florida Department of State (the "Department"), please find enclosed a Certificate of Compliance (the "Certificate") issued to Dental Benefit Providers of Illinois, Inc. ("DBP-IL") by Illinois, its state of incorporation. DBP-IL apologizes for the non-inclusion of the Certificate in its original submission to the Department on May 21. For your convenience, I have enclosed the Department's letter and DBP-IL's original submission minus the check already on file with the Department.

DBP-IL desires to establish itself as a foreign corporation in the State of Florida. As the Department is aware, DBP-IL is in the process of completing a *Prepaid Limited Health Services Organization* application to the Florida Department of Insurance (the "Department"). DBP-IL is aware that it may not write any business within the state until approved by the Department.

I am enclosing a prepaid, pre-addressed Federal Express envelope. Please forward to DBP-IL any correspondence and/or documentation regarding this matter. If there are any further questions from the Department, rest assured that DBP-IL will facilitate a timely response.

If the Department should have need to contact DBP-IL, please do not hesitate to call me at 301.718.7472.

Sincerely,

Dennis B. Baylor
Senior Analyst, Legislative and Regulatory Affairs

DENTAL
BENEFIT
PROVIDERS, INC.™

CORPORATE
HEADQUARTERS

7200 Wisconsin Avenue
Suite 800
Bethesda, Maryland 20814
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Fax (301) 986-7965
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Fax (301) 657-4288
800-445-9090

WEST

311 California Street
Suite 550
San Francisco, CA 94104
(415) 391-1211
Fax (415) 391-1161

June 10, 1999

Via Federal Express

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 11 PM 12:16

Tammi Coine
Florida Office of the Secretary of the State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Certificate of Authority & - Dental Benefit Providers of Illinois, Inc.

Dear Ms. Coine:

Pursuant to our telephone conversation on June 9, I am enclosing an original *Certificate of Good Standing* (the "Certificate") issued to Dental Benefit Providers of Illinois, Inc. ("DBP-IL") by its state of domicile, Illinois. The inclusion of the Certificate is to effect the granting of a Certificate of Authority from the Florida Secretary of State's (the "State") Office upon DBP-IL.

DBP-IL would appreciate the State forwarding the Certificate of Authority in the enclosed pre-addressed, prepaid Federal Express envelope.

If you should have need to contact DBP-IL, please do not hesitate to call me at 301.718.7472. Thank you for your help regarding this matter.

Sincerely,

Dennis B. Baylor
Senior Analyst, Legislative and Regulatory Affairs

Enclosures

DENTAL
BENEFIT
PROVIDERS, INC.™

CORPORATE
HEADQUARTERS

7200 Wisconsin Avenue
Suite 800
Bethesda, Maryland 20814
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800-445-9090

WEST

311 California Street
Suite 550
San Francisco, CA 94104
(415) 391-1211
Fax (415) 391-1161

May 21, 1999

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99 JUN 11 PM 12:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Via Federal Express

Florida Office of the Secretary of the State
Qualifications/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Certificate of Authority & Transmittal Letter Forms - Dental Benefit Providers of Illinois, Inc.

Dear Sir/Madame:

Please find enclosed the necessary completed documents to effect the establishment of Dental Benefit Providers of Illinois, Inc. ("DBP-IL") as a foreign corporation in the State of Florida. Correspondingly, DBP-IL is in the process of completing a *Prepaid Limited Health Services Organization* application to the Florida Department of Insurance (the "Department"). DBP-IL is aware that it may not write any business within the state until approved by the Department.

I am enclosing a check in the amount of Eighty-Seven Dollars and Fifty Cents ($87.50). The check is to cover the applicable fees [covering filing fee, certificate of status and a certified copy] with the Florida Secretary of State.

In addition, I am enclosing a prepaid, pre-addressed Federal Express envelope. Please forward to DBP-IL any correspondence and/or documentation regarding this matter. If there are any questions from the Department, rest assured that DBP-IL will facilitate a timely response.

If the Department should have need to contact DBP-IL, please do not hesitate to call me at 301.718.7472.

Sincerely,

Dennis B. Baylor
Senior Analyst, Legislative and Regulatory Affairs

Enclosures

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. Dental Benefit Providers of Illinois, 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. 36-3645850
(FEI number, if applicable)

4. March 2, 1995
(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. 7200 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814
(Current mailing address)

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DIVISION OF CORPORATIONS

8. Dental benefit services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Nichole Y. Haee
(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.

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: Ralph H. Foxman

Address: 7200 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814

Home: 10109 Irongate Road, Potomac, Maryland 20854

Vice Chairman: _____

Address: _____

Director: Edward A. Murphy

Address: 7200 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814

10001 Ormond Road, Potomac, Maryland 20854

Director: Jeffrey W. Ulanet

Address: 7200 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814

Home: 8303 COmanche Court, Bethesda, Maryland 20817

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

President: Ralph H. Foxman

Address: please see above

Vice President: Edward A. Murphy, Chief Executive Officer

Address: please see above

Secretary: Margaret E. Snead

Address: 7200 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814

Home: 812 Lindsey Manor Lane, Silver Spring, Maryland 20906

Treasurer: Dennis A. Cahill, CHief Finance Officer

Address: 7200 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814

Home: 7715 Ruxwood Road, Baltimore, Maryland 21204

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

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

14. Margaret E. Snead, Secretary
(Typed or printed name and capacity of person signing application)

File Number 5822-795-1

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that DENTAL BENEFIT PROVIDERS OF ILLINOIS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 2, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND 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* 9TH *day of* JUNE *A.D.* 1999.

Jesse White

SECRETARY OF STATE

C-260.1