



THE UNITED STATES
CORPORATION
COMPANY

F99000005110

ACCOUNT NO. : 072100000032

REFERENCE : 389017 4352697

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -4 PM 3:54

ORDER DATE : September 27, 1999

ORDER TIME : 1:10 PM

ORDER NO. : 389017-005

CUSTOMER NO: 4352697

400003004594--8

CUSTOMER: Ms. Mindy Crosby
Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40202

FOREIGN FILINGS

NAME: MARKETPOINT AGENCY, INC.

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DIVISION OF CORPORATIONS
99 OCT -4 PM 5:14

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT -4 PM 2:21

BK 10/4/99

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.

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1. Marketpoint Agency, 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. Kentucky 3. 61-1343508
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/03/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 500 West Main Street
Louisville, KY 40202
(Current mailing address)
To make application to the Department of Insurance to engage in the business of life and health insurance.
8. _____
(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.

Corporation Service Company

By: [Signature]
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

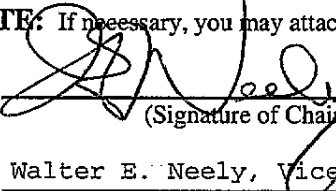
Secretary: _____

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. Walter E. Neely, Vice President
(Typed or printed name and capacity of person signing application)

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Marketpoint Agency, Inc.

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Kenneth J. Fasola	Director
SSN:	176-52-1908
Primary Address:	500 W. Main St. Louisville, KY 40202

Michael B. McCallister	Director
SSN:	439-86-5498
Primary Address:	500 West Main Street Louisville, KY 40202

James E. Murray	Director
SSN:	289-54-4483
Primary Address:	500 W. Main St. Louisville, KY 40202

Vacancy _____ **President and Chief Executive Officer**
SSN: _____
Primary Address: _____

James E. Murray **Chief Financial Officer**
SSN: 289-54-4483
Primary Address: 500 W. Main St.
Louisville, KY 40202

Kenneth J. Fasola
SSN: 176-52-1908
Primary Address:
500 W. Main St.
Louisville, KY 40202

Michael B. McCallister **Senior Vice President**
SSN: 439-86-5498
Primary Address: 500 West Main Street
 Louisville, KY 40202

Sharon E. Mitchell **Senior Vice President**
SSN: - 406-64-4886
Primary Address: 500 West Main Street
Louisville, KY 40202

George G. Bauernfeind **Vice President**
SSN: 156-34-4549
Primary Address: 500 W. Main St.
 Louisville, KY 40202

Douglas R. Carlisle	Vice President
SSN:	047-44-1372
Primary Address:	500 W. Main Street Louisville, KY 40202

Marketpoint Agency, Inc.

James W. Doucette **Vice President and Treasurer**
SSN: 401-76-3028
Primary Address: 500 W. Main St.
 Louisville, KY 40202

David K. George **Vice President**
SSN: 268-52-4182
Primary Address: 655 Eden Park Drive
 Cincinnati, OH 45202-6056

Thomas J. Liston **Vice President**
SSN: 400-06-1466
Primary Address: 500 W. Main Street
 Louisville, KY 40202

Heidi S. Margulis **Vice President**
SSN: 407-64-3338
Primary Address: 500 W. Main St.
 Louisville, KY 40202

Walter E. Neely **Vice President-Associate General Counsel and Assistant Secretary**
SSN: 204-36-8945
Primary Address: 500 West Main Street
 Louisville, KY 40202

David R. Nelson **Vice President (Chief Actuary)**
SSN: 391-62-5819
Primary Address: 500 W. Main St.
 Louisville, KY 40202

Kathleen Pellegrino **Vice President & Assistant Secretary**
SSN: 451-78-0670
Primary Address: 500 W. Main St.
 Louisville, KY 40202

John T. Terry **Vice President**
SSN: 389-52-4321
Primary Address: 4626 Frey Street
 Box 5620
 Madison, WI 53705

Joan O. Lenahan **Secretary**
SSN: 401-82-5841
Primary Address: 500 W. Main St. - 27th Floor
 Louisville, KY 40202

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John Y. Brown III
Secretary of State

Certificate of Existence

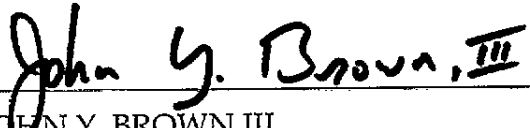
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

MARKETPOINT AGENCY, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is February 3, 1999 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 28th day of September, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Tmorgan/0468773