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ACCOUNT NO. : 072100000032
REFERENCE : 082226 4808527
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 125.00

ORDER DATE : March 19, 2001
ORDER TIME : 12:22 PM
ORDER NO. : 082226-005
CUSTOMER NO: 4808527
CUSTOMER: Maureen Drews, Legal Assistant
Mcbride Baker & Coles
500 W. Madison Street
40th Floor
Chicago, IL 60661-2511

800003877948-6

FOREIGN FILINGS

NAME: VISTANATIONAL INSURANCE
GROUP OF FLORIDA, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 19 PM 2:31
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

CONTACT PERSON: Jeanine Reynolds, EXT# 1133

EXAMINER: [Signature]
01 MAR 19 PM 3:19

FILED

Handwritten initials

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

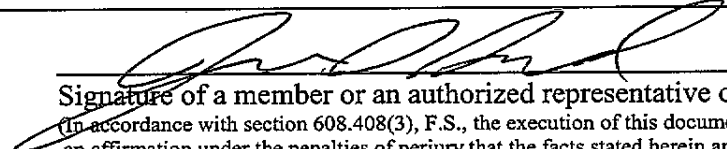
- 1. VistaNational Insurance Group of Florida, L.L.C.
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied For
(FEI number, if applicable)
- 4. February 26, 2001
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. March 1, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 111 2nd Avenue North East, Ste. 903, St. Petersburg FL 33701
(Street address of principal office)

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TALLAHASSEE FLORIDA

- 8. If limited liability company is a manager-managed company, check here
- 9. The name and usual business addresses of the managing members or managers are as follows:
John D. ^{PICARD} Manager, 111 2nd Avenue North East, Ste. 903, St. Petersburg FL 33701

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sale of health insurance and other insurance, and the performance of consulting services in connection with insurance coverages of various types and kinds by business enterprises.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
John D. Picard, Manager
~~PICARD~~

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

VistaNational Insurance Group of Florida, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

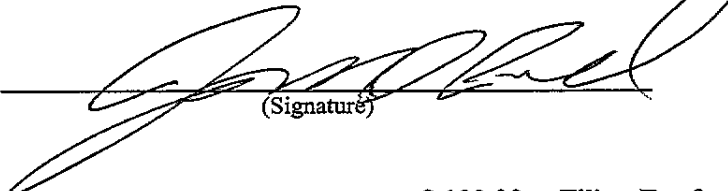
John D. RICHARD

(Name)

111 2nd Avenue North East, Ste. 903
Florida street address (P.O. Box **NOT** ACCEPTABLE)

St. Petersburg FL 33701
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISTANATIONAL INSURANCE GROUP OF FLORIDA, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VISTANATIONAL INSURANCE GROUP OF FLORIDA, L.L.C." WAS FORMED ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3361242 8300

AUTHENTICATION: 0991228

010094746

DATE: 02-26-01