



70000017806

ACCOUNT NO. : 072100000032

REFERENCE : 941206 4332405

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 96.25 146.25

(128.75 + 8.75 + 8.75)

ORDER DATE : December 21, 2000

ORDER TIME : 1:56 PM

ORDER NO. : 941206-005

500003510685--0

CUSTOMER NO: 4332405

CUSTOMER: Irving I. Lesnick, Esq  
Harnett Lesnick & Ripps, P.a.  
Suite 500  
150 E. Palmetto Park Road  
Boca Raton, FL 33432

DOMESTIC FILING

NAME: PENINSULAR LIFE INSURANCE  
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY QUANTITY: 3

CONTACT PERSON: Mimi Stephens - EXT. 1128

EXAMINER'S INITIALS:

2544  
W000-29930  
707-524

RECEIVED  
DEC 21 PM 2:21  
TALLAHASSEE, FLORIDA

Tamara Odom GAVE

AUTHORIZATION BY PHONE TO

CORRECT #

\$ Act IV

DATE

12/28

DOC. EXAM

CC/KR

FILED  
00 DEC 28 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KR  
12/29



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 26, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PENINSULAR LIFE INSURANCE COMPANY  
Ref. Number: W00000029930

We have received your document for PENINSULAR LIFE INSURANCE COMPANY and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

YOU WILL NEED TO FILE A CERTIFICATE OF DOMESTICATION WITH OUR OFFICE. YOU CANNOT HAVE ADD AN EFFECTIVE DATE. ALSO THE FILING FEE FOR A DOMESTICATION IS \$128.75.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 800A00064384

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
00 DEC 28 AM 9:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

\* Please debit our account for the \$128.75 to file the Domestication.

*Patricia Pyjunt*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 22, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PENINSULAR LIFE INSURANCE COMPANY  
Ref. Number: W00000029930

We have received your document for PENINSULAR LIFE INSURANCE COMPANY and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 200A00064148

Claretha,

Per our client whom you've already spoken to this morning, this is a North Carolina company redomesticating to Florida. If there are any other questions or ~~more~~ problems with this you can contact Strom Maxwell at the Department of Insurance. His number is 922-3110 ext. 4541.

Thanks,

Mimi

Have a Merry  
Christmas! J

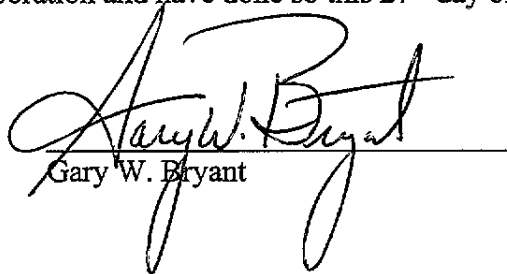
## CERTIFICATE OF DOMESTICATION

**FILED**  
00 DEC 28 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, GARY W. BRYANT, President, of PENINSULAR LIFE INSURANCE COMPANY a foreign Corporation, in accordance with F.S., 607.1801 does hereby certify:

1. The date on which the above named corporation was first formed as January 10, 1910.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Florida. The above named corporation was redomesticated from Florida to North Carolina on February 23, 1988.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Peninsular Life Insurance Company.
4. The name of the above named corporation, as set forth in its articles of incorporation, to be filed pursuant to § 607.0202 and 607.0401 with this certificate, is Peninsular Life Insurance Company.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was North Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to § 607.1801.

I am President, of Peninsular Life Insurance Company and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this 27<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Gary W. Bryant

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

DEC 5 2000

BY S. St. Maxwell  
Legal Division

**ARTICLES OF INCORPORATION  
OF  
PENINSULAR LIFE INSURANCE COMPANY**

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a stock insurer corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be **PENINSULAR LIFE INSURANCE COMPANY**. The principal place of business of this corporation shall be 600 Courtland Street, Suite 400, Orlando, Orange County, Florida 32804-1352.

**ARTICLE II. NATURE OF BUSINESS**

The purpose of the corporation is to engage in every aspect of life insurance as defined in Florida Statutes Section 624.602 and health insurance as defined in Florida Statutes Section 624.603.

**ARTICLE III. CAPITAL STOCK**

The Corporation shall not begin transacting business unless it achieves a capital and surplus of \$2.5 million. The authorized capital stock of this corporation shall be \$16.2 million, divided into 7.2 million shares of stock of the par value of \$2.25 each.

**ARTICLE IV. EFFECTIVE DATE AND TERM OF EXISTENCE**

These Articles and the Redomestication referred to in Article VIII shall  
exist perpetually.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 600 Courtland Street, Suite 400, Orlando, Orange County, Florida 32804-1352, and the initial registered agent of this corporation at such office shall be J. Peter Kusev, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

**ARTICLE VI. DIRECTORS**

F:\DATA\UHC\PENINSUL\articles.doc

**FILED**  
00 DEC 28 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI. DIRECTORS

The corporation shall have five directors initially, the majority of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the directors whose initial terms of office shall be for one year are:

<u>NAMES OF DIRECTORS</u>	<u>ADDRESSES OF DIRECTORS</u>
Richard A. Barasch	160 W. 86 <sup>th</sup> Street New York, New York
Gary W. Bryant	3364 Oakmont Terrace Longwood, Florida 32779
Donald M. Gray	402 Woldunn Circle Lake Mary, Florida 32746
J. Peter Kusev	192 Villa Di Este Terrace #112 Lake Mary, Florida 32746
Robert A. Waegelein	28 Stirrup Trail Pawling, New York

## ARTICLE VII. INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom (or the majority of whom, if applicable) are United States citizens are:

<u>NAMES OF INCORPORATORS</u>	<u>INCORPORATORS= RESIDENCE ADDRESSES</u>
Richard A. Barasch	160 W. 86 <sup>th</sup> Street New York, New York
Gary W. Bryant	3364 Oakmont Terrace Longwood, Florida 32779
Donald M. Gray	402 Woldunn Circle Lake Mary, Florida 32746
J. Peter Kusev	192 Villa Di Este Terrace #112 Lake Mary, Florida 32746

Robert A. Waegelein

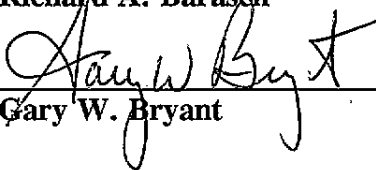
28 Stirrup Trail  
Pawling, New York 12564

## ARTICLE VIII RE-DOMESTICATION

This corporation shall be a continuation of the corporation originally incorporated as Peninsular Life Insurance Company in the office of the Secretary of State of the State of Florida on January 10, 1910, thereafter redomesticated in North Carolina by Articles of Redomestication and Restated Charter filed in the States of Florida and North Carolina on February 23, 1988, and redomesticated in Florida by the filing in the office of the Secretary of State of the States of Florida and North Carolina of these Articles and the Order of the Commissioner of Insurance of the State of Florida dated December 28, 2000 and of the State of North Carolina dated December 18, 2000, approving such redomestication.

THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS AS OF  
THE 5th day of December, 2000.

  
Richard A. Barasch

  
Gary W. Bryant

  
Donald Gray

  
J. Peter Kusev

  
Robert A. Waegelein



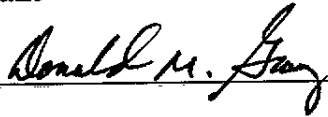
## **ARTICLE VIII    RE-DOMESTICATION**

This corporation shall be a continuation of the corporation originally incorporated as Peninsular Life Insurance Company in the office of the Secretary of State of the State of Florida on January 10, 1910, thereafter redomesticated in North Carolina by Articles of Redomestication and Restated Charter filed in the States of Florida and North Carolina on February 23, 1988, and redomesticated in Florida by the filing in the office of the Secretary of State of the States of Florida and North Carolina of these Articles and the Order of the Commissioner of Insurance of the State of Florida dated December 29, 2000 and of the State of North Carolina dated December 18, 2000, approving such redomestication.

**THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS AS OF  
THE 5th day of December, 2000.**

\_\_\_\_\_  
**Richard A. Barasch**

\_\_\_\_\_  
**Gary W. Bryant**

  
\_\_\_\_\_  
**Donald Gray**

\_\_\_\_\_  
**J. Peter Kusev**

\_\_\_\_\_  
**Robert A. Waeglein**

STATE OF NEW YORK )  
 ) S.S.:  
COUNTY OF WESTCHESTER )

PERSONALLY APPEARED before me this 6<sup>th</sup> day of December, 2000 Richard A. Barasch, Gary W. Bryant and Robert A. Waegelein who acknowledged executing the above Articles of Incorporation.

Joan M. Ferrarone  
Notary Public JOAN M. FERRARONE  
Notary Public, State of New York  
Qualified in Putnam County  
Commission Expires February 28, 2002  
[Print Name of Notary Public]

Personally Known ✓  
and/or Produced Identification \_\_\_\_\_

STATE OF FLORIDA )  
 ) S.S.:  
COUNTY OF ORANGE )

PERSONALLY APPEARED before me this \_\_\_\_ day of December, 2000, Donald Gray and J. Peter Kusev who acknowledged executing the above Articles of Incorporation.

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
[Print Name of Notary Public]

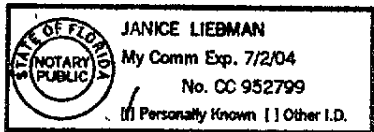
Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Personally Known \_\_\_\_\_  
and/or Produced Identification \_\_\_\_\_

STATE OF FLORIDA     )  
                                          ) S.S.:  
COUNTY OF ORANGE    )

PERSONALLY APPEARED before me this 8<sup>th</sup> day of December, 2000, Donald Gray and J. Peter Kusev who acknowledged executing the above Articles of Incorporation.



Janice L.L.  
Notary Public

Janice Lieberman  
[Print Name of Notary Public]

Commission No. 952799

My Commission Expires: 7/2/04

Personally Known ✓  
and/or Produced Identification \_\_\_\_\_

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for **PENINSULAR LIFE INSURANCE COMPANY**, at the place designated in the Articles of Incorporation, J. Peter Kusev agrees to act in his capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

  
J. Peter Kusev

Dated: December 6, 2000.

**FILED**  
00 DEC 28 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA