

P96000017237

LAW OFFICES OF
JOSEPH G. BYWATER

P. O. DRAWER 2807
LAKELAND, FLORIDA 33806-2807

PHONE: 813/686-6108

February 12, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000001716150
-02/15/96--01088--006
*****70.00 *****70.00

Re: Union Care of Florida, Inc.

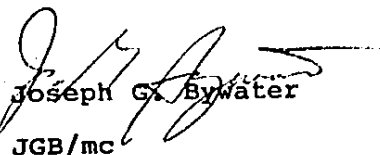
Dear Sir:

Enclosed are the Articles of Incorporation regarding the above
to be filed and one copy to be returned to me.

Also enclosed a return envelope and my check in the sum of \$70.00
representing the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Joseph G. Bywater
JGB/mc

Enclosures

c: Union Care of Florida, Inc.

789,502.671
W96—3317

D. BROWN FEB 26 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FEB 22 1996

February 20, 1996

JOSEPH G. BYWATER, ESQ.
POST OFFICE DRAWER 2807
LAKE LAND, FL 33806-2807

SUBJECT: UNION CARE OF FLORIDA, INC.
Ref. Number: W96000003817

We have received your document for UNION CARE OF FLORIDA, INC. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

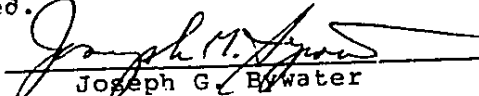
If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 396A00007315

2/22/96

Dear Ms. Brown: After checking with Tallahassee corporate information we have changed the name to "UNION CARE BENEFITS" OF FLORIDA, INC." and the corrected articles are attached.


Joseph G. Bywater
2/22/96

**ARTICLES OF INCORPORATION
OF
UNION CARE BENEFITS OF FLORIDA, INC.**

FILED
96 FEB 26 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Union Care Benefits Of Florida, Inc. and the business address of this corporation is 637 1st Street, S., Winter Haven, Florida 33880.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: sell insurance and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:


Richard A. Norman
1901 Manor Circle, N.E.
Winter Haven, Florida 33880

Jeff Dale Potter
2 Twin, N.W.
Winter Haven, Florida 33881

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.


IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 12th day of February, 1996.


JOSEPH G. BYWATER

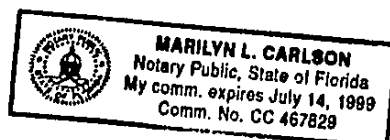
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 12th day of February, 1996.


NOTARY PUBLIC

Commission Expires
Commission Number
Notary Seal



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
96 FEB 26 AM 10:22
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT UNION CARE BENEFITS OF FLORIDA, INC.
WITH ITS PLACE OF BUSINESS AT: WINTER HAVEN, POLK COUNTY, FLORIDA.
HAS NAMED: JOSEPH G. BYWATER
LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B
CITY OF LAKELAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: 2/12/96


Joseph G. Bywater
Registered Agent