

F02000005702

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MAGNA CARE GROUP INC
(Name of corporation - must include suffix)

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:

KENNETH KRANZ
(Name of Person)

MAGNA CARE GROUP INC. 200008337472-6
(Firm/Company) 10/11/02-01069-004
*****78.75 *****78.75

6140 28TH ST. SE, SUITE 200
(Address)

GRAND RAPIDS MI 49546
(City/State and Zip code)

For further information concerning this matter, please call:

KENNETH KRANZ at (616) 949-1199
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV 14 AM 8:49

FILED

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

789 659.671

11/15 next

1002-29792



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 16, 2002

KENNETH KRANZ
6140 28TH ST SE STE.200
GRAND RAPIDS, MI 49546

SUBJECT: MAGNA CARE GROUP INC
Ref. Number: W02000029792

We have received your document for MAGNA CARE GROUP INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

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 (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 202A00057592

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02 NOV 14 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. MAGNA CARE GROUP 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. MICHIGAN 3. 38-3260787
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/6/95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6140 28TH ST. SE, SUITE 200, GRAND RAPIDS, MI 49546
(Principal office address)

6140 28TH ST. SE, SUITE 200, GRAND RAPIDS, MI 49546
(Current mailing address)

8. See attached
(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: W. PALMER SCHERF

Office Address: 2967 DUB DIAMOND RD.

JAY, FL. 32565, Florida 32565
(City) (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.

W. Palmer Scherf
(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.

FILED
02 NOV 14 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MagnaCare Group Inc. is a Michigan Third Party Administrator (TPA) specializing in the billing and collection of contributions from the Retiree and Employer for Retiree Health and Prescription Drug coverage. Although we do not contract with any Florida based companies or market in the state of Florida, we have been advised if any retirees reside in Florida, a Florida TPA License is required.

Being admitted by the state of Florida is required before filing for a non resident TPA License.

FILED
02 NOV 14 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: KENNETH KRANZ

Address: 6140 28TH ST. SE, SUITE 200
GRAND RAPIDS, MI 49546

Vice Chairman: NA

Address: _____

Director: NA

Address: _____

Director: NA

Address: _____

B. OFFICERS

President: KENNETH KRANZ

Address: 6140 28TH ST. SE, SUITE 200
GRAND RAPIDS, MI 49546

Vice President: NA

Address: _____

Secretary: NA

Address: _____

Treasurer: NA

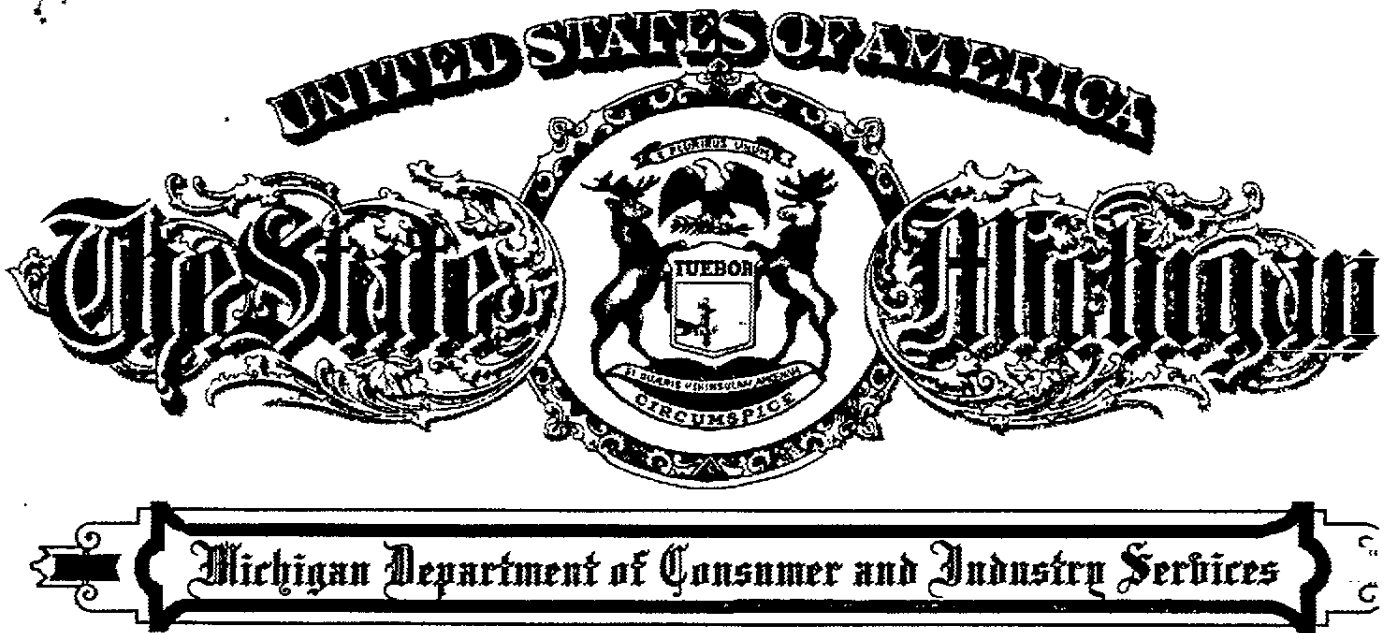
Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13. Kenneth Kranz
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KENNETH KRANZ
(Typed or printed name and capacity of person signing application)



Lansing, Michigan

This is to Certify That

MAGNA CARE GROUP, INC.

was validly incorporated on November 6, 1995, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of October, 2002

Andrew S. Mitchell, Director

Bureau of Commercial Services