



F0000000193

ACCOUNT NO. : 072100000032

REFERENCE : 501223 7191475

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 2, 1999

ORDER TIME : 10:12 AM

ORDER NO. : 501223-005

CUSTOMER NO: 7191475

CUSTOMER: Mr. Don Keough
Magellan Health Services, Inc.
6950 Columbia Gateway Drive
Suite 400
Columbia, MD 21046

000003061350--9
-12/06/99--01053--007
*****78.75 *****78.50

FOREIGN FILINGS

NAME: P.P.C., INC.

(8)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 11 AM 10: 03

RECEIVED
99 DEC -6 AM 11: 24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/12
1/11/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 1999

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: P.P.C., INC.
Ref. Number: W99000027822

RESUBMIT

Please give original
submission date as

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED STATE
SECRETARY OF CORPORATIONS
00 JAN 11 PM 12:57
RECEIVED

We have received your document for P.P.C., INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.50 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 499A00057392

Resolution included

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 11 AM 10:03

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: P.P.C., 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:

John F. Haire
(Name of Person)

Magellan Health Services, Inc.
(Firm/Company)

6950 Columbia Gateway Drive, Ste. 400
(Address)

Columbia, Maryland 21046
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

John F. Haire at (410) 953-4710
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 11 AM 10:03

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Susan C Spiegel, do hereby certify
(Name)

that this Resolution of the Board of Directors of P. P. C., Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Missouri.

was duly adopted on January 10, 2000.

Be it resolved, that P. P. C., Inc.
(Corporate Name)

organized and existing in the State of Missouri, hereby adopts the name

Personal Performance Consultants, Inc. for use in Florida.

Dated: 1/10/2000

By: Susan Spiegel
Signature of either Chairman, Vice Chairman or any officer

Susan C. Spiegel, V. P. & Secty.
Type or print name

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 11 AM 10:03

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. P.P.C., 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. Missouri 3. 43-1226328
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 7, 1980 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. n/a UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 6950 Columbia Gateway Drive, Suite 400
Columbia, MD 21046
(Current mailing address)

8. To provide employee assistance, counseling, and training for business and industry. To engage in profit for any lawful purpose. To exercise all rights and powers necessary or incident to carrying out its corporate purpose
(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.

Deborah D. Skipper
as its agent

By: Deborah D. Skipper
(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 11 AM 10:03

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: _____

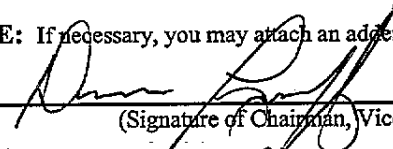
Secretary: _____

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. Dennis J. Lazaroff, Vice President _____
(Typed or printed name and capacity of person signing application)

Officers and Directors of P.P.C., Inc.

Officers:

Charlotte A. Sanford
James R. Bedenbaugh

Directors:

David B. Stone, President
Sandra M. Hittman, Sr. Vice President of Corporate and Union Markets
Charlotte A. Sanford, Vice President and Treasurer
Dennis J. Lazaroff, Vice President
Charles M. Ristau, Vice President; Controller
Susan C. Spiegel, General Counsel, Vice President, Secretary
James R. Bedenbaugh, Assistant Secretary
Marian Lang, Assistant Secretary

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 11 AM 10:03

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
P-P-C., INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 7TH DAY OF NOVEMBER, 1980, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 2ND DAY OF DECEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



DIVISION OF REVENUE
STATE OF MISSOURI
JAN 11 AM 10:08
0817000000