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Document No.

CT Corporation system
 660 East Jefferson Street
 Tallahassee, FL 32301
 Tel 850 222 1092
 Fax 850 222 7615
 Attn: Jeff Netherton

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 *****70.00 *****70.00

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 *****8.75 *****8.75

CORPORATION(S) NAME

HealthMarket Administrative Services Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | |

RECEIVED
 00 OCT -2 AM 11:04
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

Name _____
 Availability _____
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10/02/00

Order#: _____
 Ref#: _____
 Amount: \$ _____

FILED
 00 OCT -2 PM 3:07
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MK
10/2

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

00 06-15-2 PM 3:07
FILED
SECRETARY OF STATE
TALLAHASSEE, 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. HealthMarket Administrative Services 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. Delaware 3. 06-1593685
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/04/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 59 Danbury Road, Wilton, CT 06897
(Current mailing address)

Insurance Agency.
8. _____
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

By: Margaret E. Routzahn C T Corporation System **MARGARET E. ROUTZAHN**
(Registered agent's signature) Special Assistant Secretary

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)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director
Chairman: John Danaher

Address: 59 Danbury Road
Wilton, CT 06897

Director
Vice Chairman: Gregory Morris

Address: 59 Danbury Rd.
Wilton, CT 06897

Director: John Pagano

Address: 59 Danbury Rd.
Wilton, CT 06897

Director: Richard Bierman

Address: 59 Danbury Rd.
Wilton, CT 06897

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John Danaher

Address: 59 Danbury Road
Wilton, CT 06897

Vice President: Gregory Morris

Address: 59 Danbury Road
Wilton, CT 06897

Secretary: Richard Bierman

Address: 59 Danbury Road
Wilton, CT 06897

Treasurer: John Pagano

Address: 59 Danbury Road
Wilton, CT 06897

SEE ATTACHMENT

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

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

14. RICHARD BIERMAN-SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
00 OCT -2 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida
Officers & Directors

00 OCT -2 PM 3:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Full Name: John Danaher
Officer/Director: Officer, Director
Officer's Title: President
Director's Title: Chairman
Business Address: 59 Danbury Road
City: Wilton
State: CT
ZIP Code: 06897

2. Full Name: Gregory Morris
Officer/Director: Officer, Director
Officer's Title: Vice President
Business Address: 59 Danbury Road
City: Wilton
State: CT
ZIP Code: 06897

3. Full Name: John Pagano
Officer/Director: Officer, Director
Officer's Title: Treasurer
Business Address: 59 Danbury Road
City: Wilton
State: CT
ZIP Code: 06897

4. Full Name: Richard Bierman
Officer/Director: Officer, Director
Officer's Title: Secretary
Business Address: 59 Danbury Road
City: Wilton
State: CT
ZIP Code: 06897

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHMARKET ADMINISTRATIVE SERVICES INC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2000.

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

FILED
OCT-2 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0696574
DATE: 09-26-00