

F02000003703

CT CORPORATION SYSTEM

CORPORATION(S) NAME

AMERIGROUP Corporation

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 DIVISION OF CORPORATIONS
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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"/> Fictitious Name | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name _____
 Availability _____
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 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

7/19/02

Order#: 5351473
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 -07/19/02--01028--010
 *****78.75 *****78.75
 Ref#: 600006527546--7
 -07/19/02--01028--011
 ***5750.00 ***5750.00
 Amount: \$ _____
 600006527546--7
 -07/19/02--01028--012
 ***2365.00 ***2365.00

ep

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**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. AMERIGROUP Corporation
(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. 54-1739323
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 9, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/1/95
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4425 Corporation Lane
Virginia Beach, Virginia 23462
(Current mailing address)

8. AMERIGROUP Corp. doesn't operate in FL; however, it has an employee that resides in and telecommutes from FL.
(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)

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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.

C T Corporation System
Judith B. Argao
(Registered agent's signature) Asst. Secretary & V. President

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)
FL019 - 9/2/99 C T System Online

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

Chairman: See attached.

Address: _____

Vice Chairman: See attached.

Address: _____

Director: See attached.

Address: _____

Director: See attached.

Address: _____

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

President: See attached.

Address: _____

Vice President: See attached.

Address: _____

Secretary: See attached.

Address: _____

Treasurer: See attached.

Address: _____

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

13. Stanley F. Baldwin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stanley F. Baldwin, SVP and Secretary
(Typed or printed name and capacity of person signing application)

BOARD OF DIRECTORS and OFFICERS
AMERIGROUP Corporation

Board of Directors

Jeffrey L. McWaters
AMERIGROUP Corporation
4425 Corporation Lane, #300
Virginia Beach, VA 23462
Phone: (757) 490-6900
Fax: (757) 490-7152
Email: jmcwate@amerigroupcorp.com
[Director since 1994]

Carlos A. Ferrer
Ferrer Freeman & Company, LLC
The Mill
10 Glenville Street
Greenwich, CT 06831
Phone: (203) 532-8030
Fax: (203) 532-8016
Email: cferrer@ffandco.com
Asst: Andreina Mailhot
amailhot@ffandco.com
[Director since 11/6/96]

C. Sage Givens
Acacia Venture Partners
101 California Street, #3160
San Francisco, CA 94111
Phone: (415) 433-4200
Fax: (415) 433-2599
Email: sgivens@acaciavp.com
Asst: Linda Jordan Ljordan@acaciavp.com
[Director since 1994]

Charles W. Newhall, III
New Enterprise Associates
1119 St. Paul Street
Baltimore, MD 21202
Phone: (410) 244-0115
Home Office: (410) 356-9651
Fax: (410) 752-7721
Email: chuck@nea.com
Asst: Mary C. Ambrose
mambrose@nea.com
[Director since 1994]

William J. McBride
150 Golf House Road
Haverford, PA 19041
Phone: (610) 645-5236
Fax: (610) 645-6031
New Jersey shore: (609) 368-1857
Email: wjmandmfm@aol.com
[Director since 9/21/95]

Uwe E. Reinhardt, Ph.d
351 Wallace Hall
Princeton University
Princeton, NJ 08544
Phone: (609) 258-4781
Fax: (609) 924-6083
Email: reinhard@princeton.edu
Asst: Debbie Nexon 609-258-1456
dnexon@princeton.edu
[Director since 3/7/02]

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Officers

Jeffrey L. McWaters	Chairman, President and CEO
Lorenzo Childress, Jr., M.D.	Senior Vice President, Chief Medical Officer
Theodore M. Wille, Jr.	Senior Vice President, Chief Operating Officer
Stanley F. Baldwin	Senior Vice President, General Counsel and Secretary
Scott M. Tabakin	Senior Vice President, Chief Financial Officer
James E. Hargroves	Senior Vice President, Corporate Development and Assistant Secretary
Nancy L. Grden	Senior Vice President, Strategic Planning and Development
Herman Wright, Jr.	Senior Vice President, Chief Marketing Officer
Catherine S. Callahan	Senior Vice President, Associates Services
Scott S. Pickens	Senior Vice President, Chief Information Officer
Kathleen K. Toth	Senior Vice President, Chief Accounting Officer
Sherri E. Lee	Senior Vice President, Treasurer and Assistant Secretary
Lori-Don Gregory	Assistant Secretary

ADDRESS FOR ALL: 4425 Corporation Lane, #300
Virginia Beach, VA 23462

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Delaware

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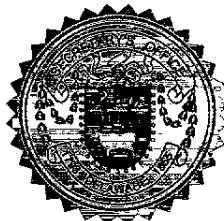
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERIGROUP CORPORATION" 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 SEVENTEENTH DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1782804

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DATE: 05-17-02