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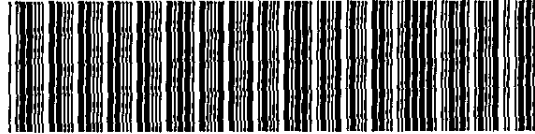
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CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

First Health Group Corp. (FILE SECOND)

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**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.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. First Health Group Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-1736437

(FEI number, if applicable)

4. 10/12/2004

(Date of incorporation)

5. Perpetual

(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. 6705 Rockledge Drive, Bethesda, MD 20817

(Principal office address)

6705 Rockledge Drive, Bethesda, MD 20817

(Current mailing address)

8. Health Care Management Services

(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

, 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.

NRAI Services, Inc.

By: [Signature]

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED ADDENDUM

Address: _____

Vice President: _____

Address: _____

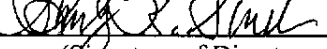
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Shirley R. Smith, Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

First Health Group Corp.

Names and Addresses of Directors & Officers

<u>Name</u>	<u>Office/Title</u>	<u>Business Address</u>
Thomas P. McDonough	Director	6705 Rockledge Dr., Bethesda, MD 20817
James E. McGarry	Director	6705 RockledgeDr., Bethesda, MD 20817
Shawn M. Guertin	Director	6705 RockledgeDr., Bethesda, MD 20817
Dale B. Wolf	Director	6705 RockledgeDr., Bethesda, MD 20817
Thomas P. McDonough	President & CEO	6705 RockledgeDr., Bethesda, MD 20817
Thomas M. Mastri	VP, CFO & Treasurer	6705 RockledgeDr., Bethesda, MD 20817
Arthur J. Lynch	Vice-President	6705 RockledgeDr., Bethesda, MD 20817
Martin A. Sholder	Vice-President	6705 RockledgeDr., Bethesda, MD 20817
Karyn R. Glogowski	Vice-President	6705 RockledgeDr., Bethesda, MD 20817
Mary L. Baranowski	Vice-President	6705 RockledgeDr., Bethesda, MD 20817
John J. Stelben	Asst. Treasurer	6705 RockledgeDr., Bethesda, MD 20817
John Ruhlman	Controllor	6705RockledgeDr., Bethesda, MD 20817
Shirley R. Smith	Secretary	6705 RockledgeDr., Bethesda, MD 20817
Jonathan D. Weinberg	Asst. Secretary	6705 RockledgeDr., Bethesda, MD 20817
David J. Blasi	Asst. Secretary	6705 RockledgeDr., Bethesda, MD 20817

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST HEALTH GROUP CORP." 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-EIGHTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST HEALTH GROUP CORP." WAS INCORPORATED ON THE TWELFTH DAY OF OCTOBER, A.D. 2004.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3649360

DATE: 01-28-05