

89

F05000003321

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

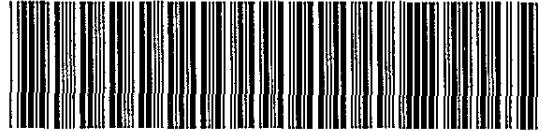
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500046192635

02/09/05--01032--004 **70.00

2005 JUN -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

F05-3321
AL



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 14, 2005

DOUGLAS PICK
14301 FIRST NATIONAL BANK PARKWAY, SUITE
00
OMAHA, NE 68154

SUBJECT: PHARMACEUTICAL TECHNOLOGIES, INC.
Ref. Number: W05000007662

We have received your document for PHARMACEUTICAL TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.00.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 605A00010298

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JUN -7 PM 1:14

FILED



KPMG LLP
Suite 1501
Two Central Park Plaza
Omaha, NE 68102

Telephone 402 348 1450
Fax 402 348 0152
Internet www.us.kpmg.com

Suite 1600
233 South 13th Street
Lincoln, NE 68508-2041

Telephone 402 476 1216
Fax 402 476 1944

May 26, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

We are writing in response to your February 14, 2005 notice to Pharmaceutical Technologies, Inc. The notice stated that the taxpayer owed fees and penalties of \$3,450.00 in relation to the filing of its "Application by Foreign Corporation to Transact Business in Florida." We believe that the taxpayer should not have to pay the penalties and should just pay the \$70.00 filing fee, due to the fact that the original form was filed in error.

The original form filed showed that the taxpayer began transacting business in Florida in November 2002. We feel that based on Florida laws, the taxpayer does not currently transact business in Florida. Per Florida Statute 607.1501, the following activities do not constitute transacting business in the state of Florida: Selling through independent contractors, soliciting or obtaining orders, whether by mail or through employees, agents or otherwise if the orders require acceptance outside the state of Florida.

The taxpayer has sales representatives who are either agents or independent contractors whose only activity in Florida is the solicitation of sales. The taxpayer has no employees or property in Florida and also has no place of business in Florida. The only place of business is in Nebraska and the taxpayers management group in Nebraska approves all sales decisions and contracts. The activities of the taxpayer in Florida are not considered to be transacting business in the state of Florida under section 607.1501. Thus, the taxpayer should not be charged any penalties and interest and should just pay the \$70.00 filing fee.

We have corrected the "Authorization by Foreign Corporation to Transact Business in Florida" form based on the above-mentioned changes regarding the date business was first transacted in Florida and are enclosing the updated form and the notice for your convenience.

If you have any questions, please feel free to give me a call at 402-661-5280.

Very truly yours,

KPMG LLP

Brent A. Barnes
Manager - Tax

Enclosures

FILED
2005 JUN -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pharmaceutical Technologies, 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:

Douglas M. Pick
(Name of Person)

Pharmaceutical Technologies, Inc.
(Firm/Company)

14301 First National Bank Parkway, Suite 200
(Address)

Omaha, NE 68154
(City/State and Zip code)

For further information concerning this matter, please call:

Angella Pieper at (402) 964-9030
(Name of Person) (Area Code & Daytime Telephone Number)

2005 JUN -7 PM 1:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

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. Pharmaceutical Technologies, Inc.
(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. Nebraska 3. 47-0764793
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 27, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November of 2002
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154
(Principal office address)

14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154
(Current mailing address)

8. (see addendum)
(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 NOT acceptable)

Name: CT Corporation System

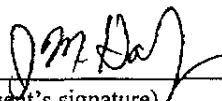
Office Address: 1200 S. Pine Island Rd.

Plantation, Florida 33324
(City) (Zip code)

FILED
2005 JUN -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(Registered agent's signature) James M. Halpin
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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: William H. Fleming
Address: 14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154

Vice Chairman: (They do not have one)
Address: _____

Director: Michael Makoid
Address: 14301 First National Bank Parkway, Suite 200
Omaha, NE. 68154

Director: Daniel Billerbeck
Address: 14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154

B. OFFICERS

President: Douglas Pick
Address: 14301 First National Bank Parkway, Suite 200
Omaha, NE. 68154

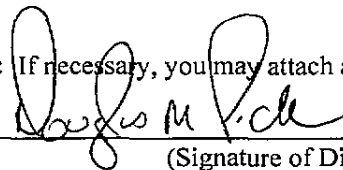
Vice President: (All the Vice Presidents are listed on the addendum)
Address: _____

Secretary: Michael Makoid
Address: 14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154

Treasurer: Douglas Pick
Address: 14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154

FILED
2005 JUN 7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Douglas M. Pick President + C.E.O.
(Typed or printed name and capacity of person signing application)

Addendum

#8 – Purpose of Corporation – Pharmaceutical Technologies, Inc. is a pharmacy benefits manager. Their services include the design, development, and implementation of group health prescription benefit programs; workers' compensation prescription benefits program; mail order pharmacy services; and consumer pharmacy drug discount card programs

Directors

Director: William H. Fleming
Address: 14301 First National Bank Parkway, Suite 200
Omaha, NE. 68154

Director: Christina LaFever
14301 First National Bank Parkway, Suite 200
Omaha, NE. 68154

Director: Douglas Pick
14301 First National Bank Parkway, Suite 200
Omaha, NE. 68154

Officers

Vice Presidents: William H. Fleming – V.P. - Medical
Cynthia Waterman – V.P. – Client Services
Shellie Schoening – V.P. – Clinical Program
Darla DuRee – V.P. – Mail Order Pharmacy
Eric Schram – V.P. – Information Technology

All of the Vice Presidents are at the following address: 14301 First National Bank Parkway, Suite 200 Omaha, NE. 68154

Other officers: Angella A. Pieper – Chief Financial Officer

14301 First National Bank Parkway, Suite 200
Omaha, NE. 68154

FILED
-2005 JUN -7 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

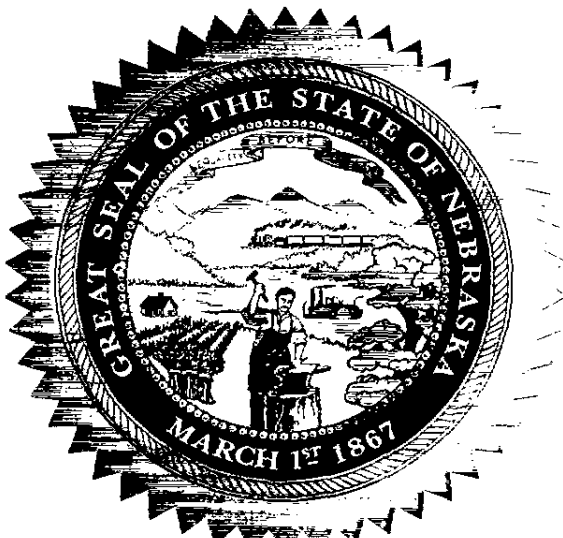
I, John A. Gale, Secretary of State of Nebraska do hereby certify;

PHARMACEUTICAL TECHNOLOGIES, INC.

was duly incorporated under the laws of this state on January 27, 1993 and do further certify that no occupation taxes assessed are unpaid and no biennial reports are delinquent; articles of dissolution have not been filed and said corporation is in existence as of the date of this certificate.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on January 18, 2005.



John A. Gale
SECRETARY OF STATE