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FOREIGN PROFIT/NONPROFIT CORPORATION

MemberHealth, Inc.

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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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1. MemberHealth, 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. Ohio (State or country under the law of which it is incorporated) 3. 34-1863266 (FEI number, if applicable)

4. 01/22/1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/2006 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 29100 Aurora Road, Suite 301, Solon, OH 44139 (Principal office address)

same (Current mailing address)

8. See Attachment (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 South Pine Island Road

Plantation, Florida 33324 (City) (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.

CT Corporation System

By: [Signature] (Registered agent's signature)

Gl S. Apelle, Asst. 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:

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A. DIRECTORS *SEE ATTACHMENT*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*

President: _____

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. *Jana C. Kuehl-Colling*
(Signature of Director or Officer listed in number 12 of the application)

14. Jana C. Kuehl-Colling, Secretary
(Typed or printed name and capacity of person signing application)

Attachment to Florida

Purpose Clause (#8)

To engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.99 inclusive of Ohio Revised Code.

Officers & Directors (#12)

- | | |
|-------------------|------------------------------|
| 1. Full Name: | Charles Edwin Hallberg |
| Officer/Director: | Officer/Director |
| Officer's Title: | President |
| Business Address: | 29100 Aurora Rd., #301 |
| City: | Solon |
| State: | OH |
| ZIP Code: | 44139 |
| 2. Full Name: | Scott George Hughes |
| Officer/Director: | Officer/Director |
| Officer's Title: | Vice President |
| Business Address: | 29100 Aurora Rd., #301 |
| City: | Solon |
| State: | OH |
| ZIP Code: | 44139 |
| 3. Full Name: | Jane Catherine Koehl-Colling |
| Officer/Director: | Officer |
| Officer's Title: | Secretary |
| Business Address: | 29100 Aurora Rd., #301 |
| City: | Solon |
| State: | OH |
| ZIP Code: | 44139 |
| 4. Full Name: | David Scott Azzolina |
| Officer/Director: | Officer |
| Officer's Title: | Treasurer |
| Business Address: | 29100 Aurora Rd., #301 |
| City: | Solon |
| State: | OH |
| ZIP Code: | 44139 |

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**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show MEMBERHEALTH, INC., an Ohio corporation, Charter No. CP7671, having its principal location in Solon, County of Cuyahoga, was incorporated on January 22, 1998 and is currently in GOOD STANDING upon the records of this office.

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Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 25th day of July, A.D. 2006

Ohio Secretary of State

Validation Number: V2006206JD2E78