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CT CORPORATION SYSTEM  
 Requestor's Name  
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 Address  
 Tallahassee, FL 32301 222-1092  
 City State Zip Phone

400002029064-5  
 -12/13/95-01075-012  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

*Value Behavioral Health, Inc.*

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*12-13*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. Value Behavioral Health, 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  
(State or country under the law of which it is incorporated)
3. 541692863  
(FEI number, if applicable)
4. November 5, 1993  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1503, F.S.))
7. 3110 Fairview Park Drive, South, Falls Church, Virginia 22042  
(Current mailing address)
8. To engage in a specialty network based managed mental health and substance abuse related care administrative services organization.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System  
Kevin Gallagher  
(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. Vice Pres.  
(Type Name and Title of Officer)

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:

**A. DIRECTORS**

Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: see attached list of officers

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. Gregory Saunders  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gregory Saunders, Secretary  
(Typed or printed name and capacity of person signing application)

**Value Behavioral Health, Inc.**

**Officers:**

**Charlton Tooke**  
Value Behavioral Health, Inc.  
3110 Fairview Park Drive South  
Falls Church, Virginia 22042

**Chief Executive Officer and President**

**Scott Yturria**  
Value Behavioral Health, Inc.  
3110 Fairview Park Drive South  
Falls Church, Virginia 22042

**Chief Financial Officer**

**Gregory S. Saunders**  
Value Behavioral Health, Inc.  
3110 Fairview Park Drive South  
Falls Church, Virginia 22042

**Secretary**

**Paul Finigan,**  
Value Health, Inc.  
22 Waterville Road  
Avon, Connecticut 06001

**Assistant Secretary**

**Directors:**

**Robert Patricelli**  
Value Health, Inc.  
22 Waterville Road  
Avon, Connecticut 06001

**Steven Shulman**  
Value Health, Inc.  
22 Waterville Road  
Avon, Connecticut 06001

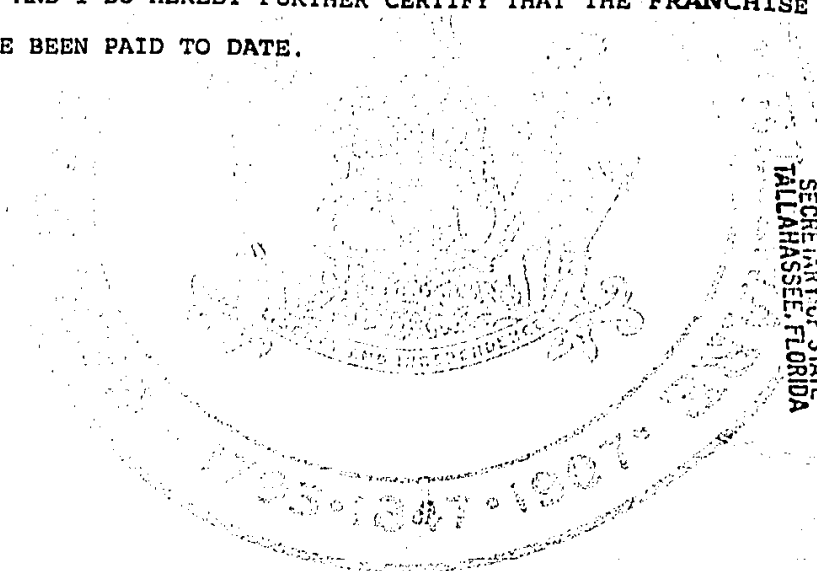
**Charlton Tooke**  
Value Behavioral Health, Inc.  
3110 Fairview Park Drive South  
Falls Church, Virginia 22042

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALUE BEHAVIORAL HEALTH, 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-SECOND DAY OF NOVEMBER, A.D. 1996.

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



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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