

# F99000005898

## TRANSMITTAL LETTER

To: Registration Section  
Division of Corporations

SUBJECT: Spectrum Managed Care, Inc., (a Texas corporation)  
(Name of corporation - must include suffix)

200003042882--3  
-11/12/99--01091--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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:

**MJH**

Barry Stratton  
(Name of Person)  
Ward North America, Inc.  
(Firm/Company)  
610 West Ash Street, Suite 1500  
(Address)  
San Diego, CA 92101  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Barry Stratton at ( 619 ) 557-2777 Ext. 131  
(Name of Person) (Area Code & Daytime Telephone Number)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 12 PM 2:05

### 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



STRATEGIC CLAIMS SOLUTIONS

November 8, 1999

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

**RE: Spectrum Managed Care, Inc.**

Dear Florida Department of State:

Enclosed please find the "Application by Foreign Corporation for Authorization to Transact Business in Florida" for Spectrum Managed Care, Inc.

I am also including our payment in the amount of \$87.50, check number 005543, dated 11/04/99, and the Certificate from the State of Texas Secretary of State.

At your earliest convenience, please review this documentation and contact me with any questions or request for additional information you may need for this process.

Thank you very much for your time. Your assistance in this matter is greatly appreciated.

Sincerely,

Barry Stratton  
PH: 619-557-2777  
FAX: 619-557-2767

**WARD NORTH AMERICA, INC.**

610 WEST ASH STREET, SUITE 1500, SAN DIEGO, CA 92101 • TELEPHONE: (619) 557-2777 • FAX: (619) 557-8432

**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. Spectrum Managed Care, 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. Texas 3. 75-2664383  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 20, 1996 5. perpetual  
(Date of incorporation) (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. a. 101 East Kennedy Blvd., Suite 2980 Tampa, Florida 33602  
(Principal office address)
- b. 610 West Ash Street, Suite 1500 San Diego, CA 92101  
(Current mailing address)

8. Medical cost containment & utilization review organization.  
(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 Service, Inc.


Office Address: 526 East Park Avenue

Tallahassee, Florida 32301  
(Zip code)

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DIVISION OF CORPORATIONS  
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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.*

  
Charles Baclet, Vice President  
(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: Jeffrey S. Ward

Address: 610 West Ash Street, Suite 1500

San Diego, CA 92101

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

**B. OFFICERS**

President: Diana Rollinson Hamilton

Address: 8585 Stemmons Freeway, Suite 200 South

Dallas, Texas 75247

Vice President: \_\_\_\_\_

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

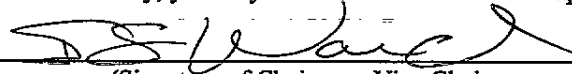
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

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

14. Jeffrey S. Ward Chairman & CEO  
(Typed or printed name and capacity of person signing application)



# The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

SPECTRUM MANAGED CARE, INC.  
File No. 1411703-00

were filed in this office and a certificate of incorporation was issued to this corporation,  
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on November 3, 1999.*

Elton Bomer  
Secretary of State

DAE