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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

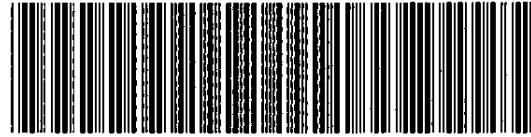
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11 SEP 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan SEP 19 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HealthSmart Preferred Care II, L.P.

Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Jenn Alexinas

Contact Person

HealthSmart Holdings, Inc.

Firm/Company

222 W. Las Colinas Blvd. Suite 600N

Address

Irving, TX 75039

City, State and Zip Code

jenn.alexinas@healthsmart.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jenn Alexinas

Name of Contact Person

at (214) 574-3961

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|---|
| <input checked="" type="checkbox"/> \$1,000.00 Filing Fees
(\$965 Filing Fee and
\$35 Registered Agent
Fee) | <input type="checkbox"/> \$1,008.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$1,052.50 Filing Fees
and Certified Copy | <input type="checkbox"/> \$1,061.25 Filing Fee,
Certified Copy, and
Certificate of Status |
|--|---|---|---|

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

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1. HealthSmart Preferred Care II, L.P.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Texas

State or Country of Formation

3. 1/10/2003

Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

5. 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. Corporation Service Company

By: Allison Qulgley

Signature of Registered Agent

Allison Qulgley, Assistant VP

7. Principle Office: (Florida Street Address)

8. Mailing Address:

222 W. Las Colinas Blvd.

Suite 600N

Irving, TX 75039

9. If limited partnership is a limited liability limited partnership, check box ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: HealthSmart Holdings II, LLC ¹¹¹⁻¹⁹⁴ Name of General Partner: _____

Street Address: 222 W. Las Colinas Blvd. Suite 600N

Street Address: _____

Irving, TX 75039

Mailing Address: 222 W. Las Colinas Blvd. Suite 600N

Mailing Address: _____

Irving, TX 75039

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

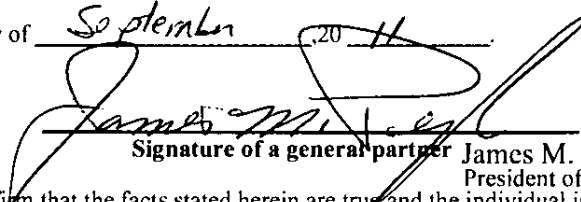
Mailing Address: _____ Mailing Address: _____

11. **Effective date, if other than the date of filing:** _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 12th day of September, 2011


Signature of a general partner

James M. Pennington
President of HealthSmart Holdings II, LLC

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Conversion for HEALTHSMART PREFERRED CARE II, L.P. (file number 800163834), a Domestic Limited Partnership (LP), was filed in this office on January 10, 2003.

It is further certified that the entity status in Texas is 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 Austin, Texas on August 29, 2011.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State