



THE UNITED STATES
CORPORATION
COMPANY

F00000003054

ACCOUNT NO. : 072100000032

REFERENCE : 706131 7209182

AUTHORIZATION : Patricia Pigg

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 2000

ORDER TIME : 12:44 PM

ORDER NO. : 706131-005

CUSTOMER NO: 7209182

CUSTOMER: Mr. Berkley Freeman
Justcare, Inc.
Suite 106
2140 South Ivanhoe
Denver, CO 80222

FOREIGN FILINGS

NAME: JUSTCARE, INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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SECRETARY OF STATE
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00 MAY 30 AM 8:43

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00 MAY 30 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. JustCare, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Colorado

(State or country under the law of which it is incorporated)

3. 84-1308699

(FEI number, if applicable)

4. March 15, 1991

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 2140 South Ivanhoe, Suite 106

Denver, CO 80222

(Current mailing address)

8. Operation of regional healthcare agency cooperative for purchasers and providers of healthcare.

(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:

Corporation Service Company

(Name)

1201 Hays Street

(Office address)

Tallahassee

(City)

, Florida, 32301

(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.

Corporation Service Company

By: Gossie Hale

(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

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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: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Edgar W. Smith

Address: 2140 South Ivanhoe, Suite 106
Denver, CO 80222

Vice Chairman: John Kezer, Esq.

Address: 1625 Broadway, Suite 1600
Denver, CO 80202

Director: Edgar W. Smith

Address: 2140 South Ivanhoe, Suite 106
Denver, CO 80222

Director: Carol J. Martin

Address: 2140 South Ivanhoe, Suite 106
Denver, CO 80222

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Edgar W. Smith

Address: 2140 South Ivanhoe, Suite 106
Denver, CO 80222

Vice President: None

Address: _____

Secretary: Mary M. Junta

Address: 2140 South Ivanhoe, Suite 106, Denver, CO 80222

Treasurer: Mary M. Junta

Address: 2140 South Ivanhoe, Suite 106, Denver, CO 80222

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

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

Edgar W. Smith - President

(Typed or printed name and capacity of person signing application)

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

JUSTCARE, INC.
(COLORADO COOPERATIVE CORPORATION)

FILE # 19911017146 WAS FILED IN THIS OFFICE ON March 15, 1991
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: May 18, 2000

Donetta Davidson

SECRETARY OF STATE

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