

CT CORPORATION SYSTEM

F01000000 1641

CORPORATION(S) NAME

Coventry Health Care, Inc. d/b/a CHC Health Care, Inc.

300003909333--8

-03/26/01--01083--025

***1150.00 ***1150.00

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300003909333--8

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*****70.00 *****70.00

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-03/26/01--01083--024

***1150.00 ***1150.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
01 MAR 26 AM 11:18
DIVISION OF CORPORATION

FILED
01 MAR 26 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/26/01

Order#: 231026

Ref#: _____

Amount: \$ _____

B/K
3/26

9

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Allen F. Wise, do hereby certify
that this Resolution of the Board of Directors of
Coventry Health Care, Inc. corporation duly organized and existing
under the laws of the State of Delaware, was duly adopted
on May 4, 2000.

Resolved, that Coventry Health Care, Inc. organized and
existing in the State of Delaware hereby adopts the name
CHC Health Care, Inc. for use in Florida.

Dated: _____

Allen F. Wise
signature of at least one director
Allen F. Wise
President, CEO and Director

FILED
MAR 26 PM 3:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

**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. Coventry Health Care, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of 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. 52-2073000

(FEI number, if applicable)

4. December 17, 1997

(Date of incorporation)

5. Perpetual

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

6. January 1, 1999

(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. 6705 Rockledge Drive, Suite 900, Bethesda, Maryland 20817

(Principal office address)

Same

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may now or hereafter be organized under the Delaware General Corporation Law, as amended from time to time.

(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: 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.

Connie Bryan
(Registered agent's signature)

Connie Bryan, Special Asst. Secy.

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: Please see attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached.

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

14. Shirley R. Smith, Secretary
(Typed or printed name and capacity of person signing application)

FILED
MAY 26 PM 3:42
01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVENTRY HEALTH CARE, INC. OFFICERS AND DIRECTORS
REVISED 12/21/00

Officers:

OFFICER	POSITION	OFFICE ADDRESS	HOME ADDRESS
Allen Floyd Wise	President and Chief Executive Officer	6705 Rockledge Dr #900 Bethesda, MD 20817	13524 Stonebarn Lane North Potomac, MD 20878
Thomas Paul McDonough	Executive Vice President and Chief Operating Officer	6705 Rockledge Dr #900 Bethesda, MD 20817	11624 Rolling Meadow Dr. Great Falls, VA 22066
Dale Brian Wolf	Vice President and Chief Financial Officer	6705 Rockledge Dr #900 Bethesda, MD 20817	8406 Rapley Ridge Lane Potomac, MD 20854
Harvey Charles DeMovick	Senior Vice President Government Programs, Compliance, Information Systems and Human Resources	6705 Rockledge Dr #900 Bethesda, MD 20817	70 Noyes Neck Road Westerly, RI 02891
Ronald Mark Chaffin	Senior Vice President	2751 Centreville Road #400 Wilmington, DE 19808	12530 Mialeah Way North Potomac, MD 20878
Thomas Adam Davis	Senior Vice President	3715 Northside Pkwy # 4-300 Atlanta, GA 30327	122 Huntington Road Atlanta, GA 30309
Peter Eastman Clay	Vice President	6705 Rockledge Dr #900 Bethesda, MD 20817	10315 Tower Hill Court Ellicott City, MD 21042
Drew Lynn Asher	Vice President of Finance	6705 Rockledge Dr #900 Bethesda, MD 20817	433 Lakelands Dr. Gaithersburg, MD 20878
Claudia Bjerre	Senior Vice President	111 Corporate Office Dr. #400 St. Louis, MO 63045	315 Lake of the Woods Akron, OH 44333
Terrance Dennis Tuohy	Vice President of Underwriting	6705 Rockledge Dr #900 Bethesda, MD 20817	22341 Flintridge Dr. Brookeville, MD 20833
Davina Charlene Lane	Senior Vice President	111 Corporate Office Drive Earth City, MO 63045	118 Woodmere Trail Court St Charles, MO 63303
J. Stewart Lavelle	Vice President, Sales and Marketing	9881 Mayland Drive Richmond, VA 23233	723 Mangrove Point Road Sarasota, FL 34242
Bernard J. Mansheim, MD	Senior Vice President and Chief Medical Officer	6705 Rockledge Dr #900 Bethesda, MD 20817	11027 Birdfoot Lane Reston, VA 20191
James E. McGarry	Senior Vice President	6705 Rockledge Dr #900 Bethesda, MD 20817	11553 Tralee Drive Great Falls, VA 22066
Shirley Ann Roquemore Smith	Senior Vice President, General Counsel, Corporate and Securities and Secretary	6705 Rockledge Dr #900 Bethesda, MD 20817	13605 Lakewood Court Rockville, MD 20850
Francis Samuel Soistman, Jr.	Senior Vice President	2575 Interstate Drive Harrisburg, PA 17110	10399 Wetherburn Road Woodstock, MD 21163
Janet Marie Stallmeyer	Senior Vice President	1001 E 101st Terr # 300 Kansas City, MO 64131	8 West 108th Court Kansas City, MO 64114
Shawn M. Guertin	Vice President of Finance	6705 Rockledge Dr #900 Bethesda, MD 20817	17905 Hickman Street Poolesville, MD 20837
James Russell Hailey	Vice President, Vendor Management	53 Century Blvd, Suite 250 Nashville, TN	803 Vivian's Way Brentwood, TN 37027
Jan Heeke Hodges	Vice President	2575 Interstate Drive Harrisburg, PA 17110	931 N. Front Street, Apt 301 Harrisburg, PA 17102
Harvey Pollak	Vice President, Network Development	2203 N Lois Ave. # 1210 Tampa, FL 33607	PO Box 355 Palm Harbor, FL 34682

01 MAR 2001
 FILED
 SECRETARY
 TALAMAS

COVENTRY HEALTH CARE, INC. OFFICERS AND DIRECTORS
REVISED 12/21/00

John J. Stelben	Vice President of Business Development	6705 Rockledge Dr #900 Bethesda, MD 20817	2003 Birthday Court Brookville, MD 20833
John Joseph Ruhlmann	Vice President and Corporate Controller	6705 Rockledge Dr #900 Bethesda, MD 20817	5210 Namant Street Bethesda, MD 20814
Harry Dietz Fox	Vice President, Information Systems	6705 Rockledge Dr #900 Bethesda, MD 20817	10524 Weymouth Street #4 Bethesda, MD 20814

Directors

DIRECTOR	CLASS	OFFICE ADDRESS	HOME ADDRESS
David J. Drury	(Class I)	711 High Street Des Moines, IA 50392	4633 156 th Street Waukee, IA 50262
Elizabeth E. Tallett	(Class I)	48 Federal Twist Road Stockton, NJ 08559	48 Federal Twist Road Stockton, NJ 08559
Allen Floyd Wise	(Class I)	6705 Rockledge Dr, Ste 900 Bethesda, MD 20817	13521 Stonebarn Lane North Potomac, MD 20878
Thomas L. Blair	(Class II)	2275 Research Blvd, 6 th Fl Rockville, MD 20850	11610 Highland Farm Rd Potomac, MD 20854
Emerson D. Farley, Jr., MD	(Class II)	5855 Bremono Rd, Ste 101 Richmond, VA 23226	11013 Brookhollow Drive Glen Allen, VA 23059
Joel Ackerman	(Class II)	466 Lexington Ave New York, NY 10017	1 Columbus Pl, Apt S-41C New York, NY 10019
Lawrence N. Kugelman	(Class II)	10872 Furlong Dr Santa Ana, CA 92705	10872 Furlong Dr Santa Ana, CA 92705
John H. Austin, MD	(Class III)	825 Washington St, 3 rd Fl Oakland, CA 94607	5920 Ross Street Oakland, CA 94607
Thomas J. Graf	(Class III)	711 High Street Des Moines, IA 50392	9124 Lincoln Avenue Des Moines, IA 50325
Rodman W. Moorhead, III	(Class III)	466 Lexington Ave New York, NY 10017	53 East 66 th Street New York, NY 10021

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COVENTRY HEALTH CARE, 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-THIRD DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
01 MAR 26 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2834545 8300

AUTHENTICATION: 0929763

010035460

DATE: 01-23-01