

CT CORPORATION SYSTEM

F01000002367

CORPORATION(S) NAME

HealthPlan Holdings, Inc.

FILED
01 MAY -3 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Handwritten signature/initials)

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|----------------------------------------------------|-------------------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
01 MAY -3 AM 11:28
TO AVOID LOSS
OF CREDITS
SUFFICIENCY OF FILING

- | | | |
|---------------------------------------------|------------------------------------------|---------------------------------------------|
| <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 | | |

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TALLAHASSEE, FLORIDA

Name _____
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Updater _____
Verifier _____
W.P. Verifier _____

5/3/01

Order#: 4256843

Ref#: _____

Amount: \$ _____

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

(Handwritten initials)

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-05/03/01--01094--004
*****78.75 *****78.75

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. HealthPlan Holdings, 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 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/30/2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(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. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486
(Principal office address)
- same
(Current mailing address)
- To engage in any lawful act or activity for which corporations may be organized.
8. _____
(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: C T 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.

By: Vicky Goldstein
(Registered agent's signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. 

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

14. Marc J. Leder, Co-Chief Executive Officer

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

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**LIST OF OFFICERS & DIRECTORS OF
HEALTHPLAN HOLDINGS, INC.
(a Delaware corporation)**

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TALLAHASSEE, FLORIDA

The business address for the following Officers and Directors is 5200 Town Center Circle, Suite 470, Boca Raton, Florida 33486:

Co-Chairman of the Board,
Co-CEO & Treasurer

Marc J. Leder

Co-Chairman of the Board,
Co-CEO & Secretary

Rodger R. Krouse

VICE PRESIDENT:

Clarence E. Terry

VICE PRESIDENT:

Michael Kalb

VICE PRESIDENT:

M. Steven Liff

VICE PRESIDENT:

Kevin Calhoun

VICE PRESIDENT &

ASSISTANT SECRETARY:

C. Deryl Couch

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICER IS 670 18th Street,
Manhattan Beach, CA 92066:

VICE PRESIDENT:

Susan Heisler

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICER IS 1890 Palomino
Avenue, Upland, CA 91784:

VICE PRESIDENT:

Sterling Prusia

State of Delaware
Office of the Secretary of State

01 PAGE 1
MAY -3 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHPLAN HOLDINGS, 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 SECOND DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3375652 8300

AUTHENTICATION: 1111336

010210489

DATE: 05-02-01