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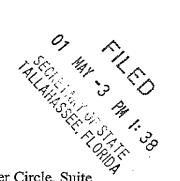
660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615 200004133942---3 -05/03/01--01094--004 \*\*\*\*\*\*78.75 \*\*\*\*\*\*78.75

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSAC BUSINESS IN FLORIDA IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMIT 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 (State or country under the law of which it is incorporated) (FEI number, if applicable) 4 03/30/2001 (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 qualific (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: CT Corporation System Office Address: 1200 South Pine Island Road Plantation 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. VICKY GOLDSTEIN (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.

A. DIRECTORS  Chairman: SEE ATTACHMENT	S
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Vice Chairman:	
Address:	-
Director:	•
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Director:	
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B. OFFICERS	
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Address:	
Vice President:	
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Secretary:	
Address:	
Treasurer:	
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.	
13. <u>[M</u> 1]	_
(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)	

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



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:

VICE PRESIDENT:

VICE PRESIDENT:

VICE PRESIDENT: VICE PRESIDENT &

ASSISTANT SECRETARY:

Clarence E. Terry

Michael Kalb

M. Steven Liff Kevin Calhoun

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

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 Windson, Secretary of State

AUTHENTICATION: 1111336

DATE: 05-02-01

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