

F01000005603

Moore & Van Allen

October 24, 2001

VIA FEDERAL EXPRESS

Division of Corporations
ATTN: Certification Section
409 East Gaines Street
Tallahassee, Florida 32399

Melody L. Adams
Legal Assistant

T 919 286 8057
F 919 286 8199
melodyadams@mvalaw.com

Moore & Van Allen PLLC

Suite 800
2200 West Main Street
Post Office Box 3843
Durham, NC 27702-3843

Re: Vista Health Care Holdings, Inc.

Dear Sir or Madam:

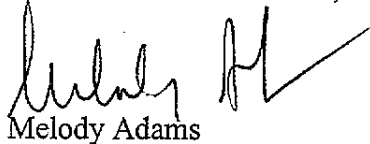
In connection with the above entity, enclosed you will find the following documents:

1. Transmittal Letter;
2. Original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida; and
3. Moore & Van Allen PLLC check in the amount of \$87.50 to cover the filing, certified copy and Certificate of Status fee.

If there is a problem with this filing, please call me collect at (919) 286-8057. Otherwise, once the document has been duly filed, please return the requested documentation to me in the enclosed Federal Express return envelope.

Very truly yours,

MOORE & VAN ALLEN, PLLC


Melody Adams

Enclosures

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VISTA HEALTH PLAN HOLDINGS INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MELDY ADAMS
(Name of Person)
MOORE & VAN ALLEN
(Firm/Company)
PO Box 3834
(Address)
DURHAM NC 27702
(City/State and Zip code)

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For further information concerning this matter, please call:

MELDY ADAMS at (919) 286-8057
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. Vista Health Plan 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. 56-2270228
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 17, 2001 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. DECEMBER 1, 2001
(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.)
2828 Croasdaile Drive, Durham, North Carolina 27705
7. _____
(Principal office address)
same
(Current mailing address)
8. Management of other business interests
(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.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
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: Steven M. Scott, M.D.

Address: 2828 Croasdaile Drive

Durham, North Carolina 27705

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Steven M. Scott, M.D.

Address: 2828 Croasdaile Drive

Durham, North Carolina 27705

CEO

~~Vice President~~ R. Joseph Berding

Address: 2828 Croasdaile Drive

Durham, North Carolina 27705

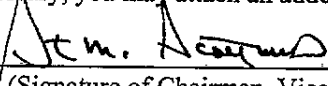
Secretary: Drew Joyce

Address: 2828 Croasdaile Drive, Durham, North Carolina 27705

Treasurer: Drew Joyce

Address: 2828 Croasdaile Drive, Durham, North Carolina 27705

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. Steven M. Scott, M.D.
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VISTA HEALTH PLAN 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1350311

DATE: 09-20-01