

CT CORPORATION SYSTEM

F01000006290

CORPORATION(S) NAME

SouthCare PPO, Inc.

FILED
01 DEC 10 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 DEC 10 PM 12:00
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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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 | | |

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BK

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

12/10/01

Order#: 4961567

100004716221--8

-12/10/01--01064--009

Ref#: *****70.00 *****70.00

Amount: \$ _____

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

**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*

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1. SouthCare PPO, 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. North Carolina 3. 56-1541808
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/21/1986 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 6330 Quadrangle Drive, Suite #500, Chapel Hill, NC 27517
(Principal office address)
same
(Current mailing address)
8. See Attached
(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: Judith Kenestrick Asst Secy.
C T Corporation System
(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.

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. 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)

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8. The Business which it purposes to do in the state is as follows:

To establish and operate a Preferred Provider Organization for the provisions of health care services.

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SouthCare PPO, Inc.
FEIN: 56-1541808
Officers and Directors

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TALLAHASSEE, FLORIDA

Officers	Address
Tracy H. Baker Pres/CEO	302 Crimmons Circle Cary, NC 27511
Thomas P. McDonough Executive VP	11624 Rolling Meadow Dr. Great Falls, VA 22066
John J. Ruhlmann Corporate Controller	5210 Nahant Street Bethesda, MD 20816
John J. Stelben Assist. Treasurer	2003 Birthday Court Brookeville, Maryland 20833
Peter Chauncey COO	3009 Wild Meadow Drive Durham, NC 27705
Dale B. Wolf VP/Treasurer	8406 Rapley Ridge Ln Potomac, MD 20854
William D. Brown, Jr. CFO	1425 Kinsdale Drive Raleigh, NC 27615
Shirley R. Smith Secretary	13605 Lakewood Ct Rockville, MD 20850

Directors	
Thomas A. Davis	122 Huntington Road Atlanta, GA 30309
Dale B. Wolf	8406 Rapley Ridge Ln Potomac, MD 20854
Allen F. Wise	1100 Marlene Lane Great Falls, Virginia 22066
Thomas P. McDonough	11624 Rolling Meadow Dr. Great Falls, VA 22066



NORTH CAROLINA

Department of The Secretary of State

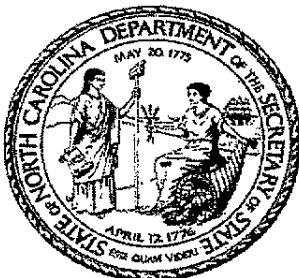
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

SOUTHCARE PPO, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 20th day of November, 1986, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of December, 2001.

Elaine F. Marshall

Secretary of State

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TALLAHASSEE FLORIDA