

FO2000002240

definity health

April 23, 2002

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


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-04/26/02--01062--008
*****87.50 *****87.50

Dean Sir or Madam

Enclosed please find an Application for Authorization to Transact Business for Definity Health Corporation, a Third Party Administrator (TPA) located in Minnesota and incorporated in Delaware. Also enclosed is the required Certificate of Good Standing from the State of Delaware and our \$87.50 filing fee, including a certificate of status and certified copy.

If there are any questions regarding our application, I can be reached at 952/277-5593.

Thank you,


Jeff Schneewind
Head of Compliance

Enclosures

Name Availability	
Document Examiner	DCU
Updater	DCU
Updater Verifier	
Acknowledgement	DCU
W. P. Verifier	DCU

FILED
02 APR 25 PM 6:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FO2000002240

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

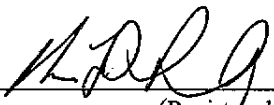
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Definity Health Corporation
(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. MN, then DE; currently DE 3. 41-1966185
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/19/99(MN); 2/24/00(DE); merged 3/7/00 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. 1600 Utica Avenue South, Suite 900
(Principal office address)
St. Louis Park, MN 55416
(Current mailing address)
8. Administration of consumer driven group health benefit plans
(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 Rd
Plantation, Florida 33324
(City) (Zip code)

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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.


(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: Please see Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see Attachment

Address: _____

Vice President: _____

Address: _____

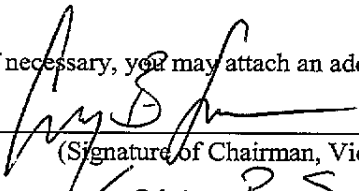
Secretary: _____

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. CRAIG B. SWANSON
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Definity Health Board of Directors - January 1, 2002

Name	Company	Address	Phone	Fax
Al Waxman CHAIRMAN	Psilos Group	625 Avenue of the Americas 4th Floor New York, NY 10011	212-242-8844	212-242-8855
Susan Mink	Merrill Lynch	Four World Financial Center 31st Floor New York, NY 10080	212-449-8104	212-449-5286
Dan Janney	Alta Partners	One Embarcadero Center Suite 4050 San Francisco, CA 94111	415-362-4022	415-362-6178
Corbette Doyle	Aon Corporation	501 Corporate Center Drive Suite 280 Franklin, TN 37067	615-771-0500	615-771-7220
Michael Dougherty	Dougherty Financial Group	90 S. Seventh St. Suite 4300 Minneapolis, MN 55402	612-376-4016	612-376-4068
	Winter Address:	23309 North 85th Street Scottsdale, AZ 85255	480-502-2870	480-502-2871
Tom Madison	MLM Partners	200 South 5th Street Suite 2100 Minneapolis, MN 55402	612-663-3003	612-663-0316
	Winter Address:	8315 East Calle De Alegria Scottsdale, AZ 85255	480-419-9335	480-513-2903
Tony Miller	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5552	952-277-5501
Craig Swanson	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5695	952-277-5501
Pat Delaney SECRETARY ONLY	Lindquist & Vennum	4200 IDS Center 80 S. 8th Street Minneapolis, MN 55402	612-371-3281	612-371-3207

Definity Health Officers - January 1, 2002

Name	Company	Address	Phone	Fax
Al Waxman CHAIRMAN	Psilos Group	625 Avenue of the Americas 4th Floor New York, NY 10011	212-242-8844	212-242-8855
Tony Miller Chief Executive Officer	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5552	952-277-5501
Craig Swanson Executive Vice President	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5695	952-277-5501
Timothy Godzich Vice President of Finance	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5691	952-277-5501
Tomas Valdivia Chief Medical Officer	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5587	952-277-5501
Jodi Hubler Chief People Person	Definity Health	1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416	952-277-5574	952-277-5501

Delaware

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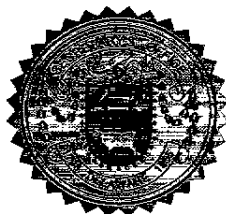
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEFINITY HEALTH CORPORATION" 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 TWELFTH DAY OF APRIL, A.D. 2002.

FILED

02 APR 25 PM 6:12

SECRETARY OF STATE
DELAWARE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1719544

DATE: 04-12-02