

CORP/DIRECT AGENTS, INC. (formerly CCPS)  
103 N. MERIDIAN STREET, 10th FLOOR  
TALLAHASSEE, FL 32301  
222-1173

**F02000002826**

FILING COVER SHEET  
ACCT. #FCA-14

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-06/06/02--01032--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CONTACT:

Pam

DATE:

6/6/02

REF. #:

0173.7071

CORP. NAME:

Ancillary Care Management Inc

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION      | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                           |   |  |

**BK**

STATE FEES PREPAID WITH CHECK# 1385 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

RECEIVED  
02 JUN -6 AM 11:02  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
02 JUN -6 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.*

02  
JUN - 6 PM 12:22  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. Ancillary Care Management, 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. 95-4855887  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 9, 2001 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. 725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017  
(Principal office address)  
725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017  
(Current mailing address)
8. Ancillary care (home health) benefit management  
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301  
(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.*

NRAI Services, Inc.

By: \_\_\_\_\_

(Registered agent's signature) Charles Baclet, Vice President

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: H. David Willcutts

Address: Ancillary Care Management, Inc.

725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Thomas J. McNulty, Jr.

Address: Ancillary Care Management, Inc.

725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017

Director: Kevin L. Roberg

Address: Delphi Ventures

1695 Hunter Drive Medina, MN 55391

\*\* See Addendum for Additional Directors

B. OFFICERS

President: /CEO H. David Willcutts

Address: 725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017

Vice President: Thomas J. McNulty, Jr.

Address: 725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017

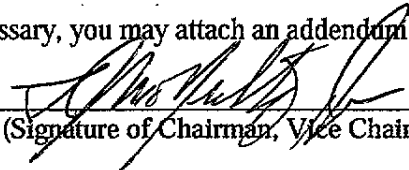
Secretary: Thomas J. McNulty, Jr.

Address: 725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017

Treasurer: /CFO Matthew H. Johnson

Address: 725 S. Figueroa Street, Suite 2150 Los Angeles, CA 90017

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. Thomas J. McNulty, Jr. Executive Vice President and Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
JUN - 9 AM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ITEM 12A - ADDENDUM**

**Ancillary Care Management, Inc.**

Director: George L. Blackburn, M.D., Ph.D.  
Address: Harvard Medical School  
Beth Israel Deaconess Medical Center  
330 Brookline Avenue  
Finard 1 East Campus  
Boston, MA 02215

Director: Michael J. Harris  
Address: Validus Partners  
9900 Bren Road East  
Mail Code MN008-E200  
Minnetonka, MN 55343

Director: David A. Jensen  
Address: 16 Gould Hill Road  
Contoocook, NH 03229

Director: David D. Stevens  
Address: Accredo Health  
1640 Century Center Parkway, Suite 101  
Memphis, TN 38134

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JUN - 9 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

*The First State*

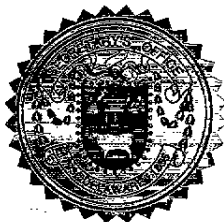
PAGE 1  
SECRETARY OF STATE  
WILLIAMS  
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FILED

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANCILLARY CARE MANAGEMENT, 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 FOURTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANCILLARY CARE MANAGEMENT, INC." WAS INCORPORATED ON THE NINTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3379120 8300

AUTHENTICATION: 1812528

020358211

DATE: 06-04-02