

GT CORPORATION

FO2000004466

CORPORATION(S) NAME

FutureHealth Holding Company

FILED
02 AUG 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 AUG 30 PM 2:22
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<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		

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

8/30/02

AAM

Order#: 5544225

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-08/30/02--01054--025
Ref#: *****70.00 *****70.00

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

**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. FutureHealth Holding Company

(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. Maryland

(State or country under the law of which it is incorporated)

3. 52-1776258

(FEI number, if applicable)

4. 04/23/1992

(Date of incorporation)

5. Perpetual

(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. 9475 Deereco Road, Suite 200, Timonium, MD 21093

(Principal office address)

same

(Current mailing address)

See Attachment

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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

C T Corporation System

By: _____

(Registered agent's signature)

Jennifer A. Schwartz
Assistant 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

SEE ATTACHMENT

Chairman: Claire B. Rosse'

Address: 9475 Deereco Road, Suite 200

Timonium, MD 21093

Vice Chairman: Carl J. Sardegna

Address: 9475 Deereco Road, Suite 200

Timonium, MD 21093

Director: Fran *Heigh* *ABTS*

Address: 9475 Deereco Road, Suite 200

Timonium, MD 21093

Director: Gary Dorsch

Address: 9475 Deereco Road, Suite 200

Timonium, MD 21093

B. OFFICERS

President: Claire B. Rosse'

Address: 9475 Deereco Road, Suite 200

Timonium, MD 21093

Vice President:

Address:

Secretary: Carl J. Sardegna

Address: 9475 Deereco Road, Suite 200 Timonium, MD 21093

Treasurer: Donna Stewart

Address: 9475 Deereco Road, Suite 200 Timonium, MD 21093

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Claire B. Rosse'*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Claire B. Rosse', President

(Typed or printed name and capacity of person signing application)

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Attachment to Florida

Purpose Clause

To establish a health care management and consulting firm that provides identification, evaluation and health management for high risk populations and to develop strategic plans for employers, providers and insurers to manage health care costs and to engage in any and all lawful acts.

Directors continued

Director: William B Hanlon, III
Address: 9475 Deereco Road, Suite 200
Timonium, MD 21093

Director: Leigh R. Abts, Ph.D.
Address: 9475 Deereco Road, Suite 200
Timonium, MD 21093

Director: Paul : *Thorne*
Address: 9475 Deereco Road, Suite 200
Timonium, MD 21093

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FUTUREHEALTH HOLDING COMPANY IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 27, 2002.

Paul B. Anderson

Paul B. Anderson
Charter Division

