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Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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Amerivantage, Inc.

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

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

1. AMERIVANTAGE, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-0632253

(FEI number, if applicable)

4. 01/21/2004

(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. 4425 Corporation Lane, Virginia Beach, VA 23462

(Principal office address)

same

(Current mailing address)

8. Insurance

(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: c/o C T Corporation System, 1200 South Pine Island

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: Judith B. Argao

(Registered agent's signature)

Judith B. Argao
Asst. Secretary & V. 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:

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A. DIRECTORSChairman: SEE ATTACHMENTSECRETARY OF STATE
TALLAHASSEE, FLORIDAAddress: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____
_____**B. OFFICERS**President: SEE ATTACHMENTAddress: _____

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. Lori-Don Gregory

(Signature of Director or Officer listed in number 12 of the application)

14. Lori-Don Gregory, Asst. Secretary

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

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BOARD OF DIRECTORS
AMERIVANTAGE, Inc.
 (State of Inc: Delaware)
 DOI: 1/16/04

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Board of Directors

Director	Elected	Director	Elected
Nancy L. Grden, Chairman AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900 Fax: (757) 473-2738	6/28/04	James G. Carlson AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900 Fax: (757) 473-2738	1/22/04
Lorenzo Childress, Jr. M.D. AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900 Fax: (757) 490-7152	1/22/04	Stanley F. Baldwin AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900 Fax: (757) 557-6743	1/22/04

Officers

Name	Title	Elected
Nancy L. Grden	Chief Executive Officer, President and Assistant Secretary AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/28/04
Stanley F. Baldwin	Vice President and Secretary AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	1/22/04
Kathleen K. Toth	Vice President and Assistant Secretary AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	1/22/04
Scott W. Anglin	Vice President and Assistant Treasurer AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	1/22/04

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Sherri H. Lee	Vice President and Treasurer AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	1/22/04 2004 AUG 26 A 10: 27 SECRETARY OF STATE TALLAHASSEE, FLORIDA
Catherine S. Callahan	Vice President AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	1/22/04
Margaret M. Roomsburg	Vice President AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/15/04
Patrick T. Blair	Vice President AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/28/04
Ellyn S. Saxen	Vice President AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/28/04
Lorena J. Stanley	Vice President AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/28/04
Cherry J. Winkelsberger	Vice President AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/28/04
Lori-Don Gregory	Assistant Secretary AMERIGROUP Corporation 4425 Corporation Lane, #300 Virginia Beach, VA 23462 Phone: (757) 490-6900	6/28/04

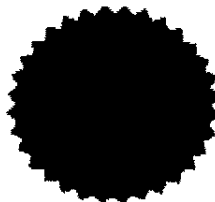
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERIVANTAGE, 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 TWENTY-FOURTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3313222

DATE: 08-24-04