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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

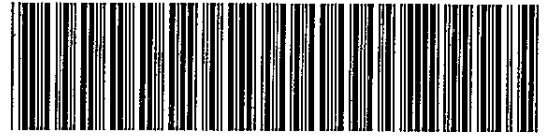
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

WLP

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Definity Health of New York, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mary Chandler
(Name of Person)

Definity Health Corporation
(Firm/Company)

1600 Utica Avenue South, Suite 900
(Address)

St. Louis Park, MN 55416
(City/State and Zip code)

For further information concerning this matter, please call:

Mary Chandler at (952) 277.5662
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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 of New York, Inc.

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

n/a

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

2. Minnesota

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

3. 20-0986041

(FEI number, if applicable)

4. March 22, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 10, 2004

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1600 Utica Avenue South, Suite 900, St. Louis Park, MN 55416

(Principal office address)

Same as above

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

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.

By: Michele Miller

C T Corporation System

Michele Miller
Assistant Secretary

(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 attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. _____

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

14. Craig Swanson, President

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

Definity Health of New York, Inc.
(a MN corporation)

Directors & Officers
as of September 2004

| Name & Title | Business Address |
|---|---|
| Anthony Miller <i>Chief Executive Officer</i> | 1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416 |
| Craig Swanson <i>President</i> | 1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416 |
| Timothy Godzich <i>Secretary</i> | 300 Corporate Parkway Amherst, NY 14226 |
| Richard Campagna <i>Chief Operations Officer</i> | 300 Corporate Parkway Amherst, NY 14226 |
| Randy Schmidt <i>Chief Financial Officer</i> | 1600 Utica Ave. S., Suite 900 St. Louis Park, MN 55416 |

Note: Each individual listed is both an officer and a director.

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TALLAHASSEE, FLORIDA

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Definity Health of New York, Inc.

Date Formed: 03/22/2004

Chapter Governed By: 302A

This certificate has been issued on 09/27/04.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mary Kiffmeyer
Secretary of State.