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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

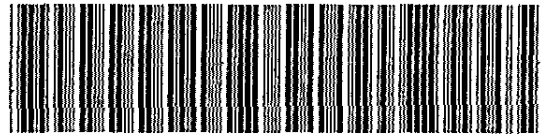
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

J. BRYAN FEB 16 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Consumer Directed Healthplans, 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:

<u>David Dimlich</u>	2005 FEB 14 PM 2:21 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA FILED
(Name of Person)	
<u>Consumer Directed Healthplans, Inc.</u>	
(Firm/Company)	
<u>861 SW 78th Ave., Suite 200</u>	
(Address)	
<u>Plantation, FL 33324</u>	
(City/State and Zip code)	

For further information concerning this matter, please call:

David Dimlich at (954) 453-7450
(Name of Person) (Area Code & Daytime Telephone Number)

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

Consumer Directed Healthplans Holding, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-1968928
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 1, 2004 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 861 SW 78th Ave., Suite 200, Plantation, FL 33324
(Principal office address)


861 SW 78th Ave., Suite 200, Plantation, FL 33324
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the Corporation Laws.
(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: Rene Luis
Office Address: 861 SW 78th Ave., Suite 200
Plantation, Florida 33324
(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.



(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:

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DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Carlos Herrera

Address: 861 SW 78th Ave., Suite 200, Plantation, FL 33324

~~Vice Chairman:~~ **Director:** Rene Luis

Address: 861 SW 78th Ave., Suite 200, Plantation, FL 33324

Director: Caroline Bonds

Address: 861 SW 78th Ave., Suite 200, Plantation, FL 33324

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. OFFICERS

CEO:
~~President:~~ Carlos Herrera

Address: 861 SW 78th Ave., Suite 200, Plantation, FL 33324

~~Vice President:~~ Rene Luis

Address: 861 SW 78th Ave., Suite 200, Plantation, FL 33324

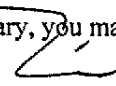
Secretary: Caroline Bonds

Address: 861 SW 78th Ave., Suite 200, Plantation, FL 33324

Treasurer: _____

Address: _____

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. Rene Luis, as President
(Typed or printed name and capacity of person signing application)

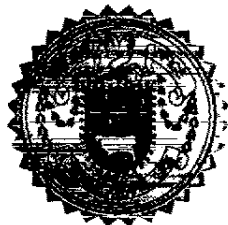
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONSUMER DIRECTED HEALTHPLANS, 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 EIGHTH DAY OF FEBRUARY, A.D. 2005.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3671466

DATE: 02-08-05