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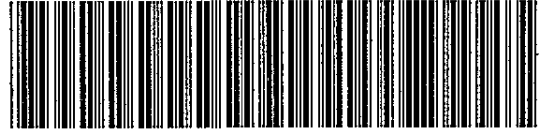
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07/23/05--01008--001 **2600.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL 28 PM 3:00

\$

W04-31171

PF/ARIS - \$2600
FF \$70.00
m/hers \$17.50

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AmeriHealth Administrators, 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:

William P. Loesche, Esq.
(Name of Person)

Independence Blue Cross, Legal Services
(Firm/Company)

1901 Market St., 36th Fl.
(Address)

Philadelphia, PA 19103-1480
(City/State and Zip code)

For further information concerning this matter, please call:

Daniel Piacentino at (215) 241-3781
(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:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|--|



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 16, 2004

WILLIAM P. LOESCHE, ESQ.
INDEPENDENCE BLUE CROSS, LEGAL SERVICES
1901 MARKET ST., 36TH FL
PHILADELPHIA, PA 19103-1480

SUBJECT: AMERIHEALTH ADMINISTRATORS, INC.
Ref. Number: W04000031171

We have received your document for AMERIHEALTH ADMINISTRATORS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 504A00050462

Legal Department, 36th floor
1901 Market Street
Philadelphia, PA 19103-1480

Fax: (215)-241-3824



September 14, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn.: Mr. Joey Bryan

Subject: Foreign Corporation – Certificate of Authority

Dear Mr. Bryan:

AmeriHealth Administrators, Inc. ("AAI") recently submitted to the Department of State an application for a certificate of authority to transact business as a foreign corporation. The Department responded with the attached letter (Letter No. 504A00050462) advising AAI that it would be assessed \$4600 for (i) its delay in applying for a certificate (\$4000) and (ii) its failure to file annual reports and pay related fees (\$600).

AAI's Tallahassee counsel, Timothy Schoenwalder, contacted the Department last week and was advised that the \$4000 penalty could be reduced by up to \$2,000 if the Department determines that the facts and circumstances so warrant. I am writing to request that the Department grant a reduction for the reasons set forth below.

AAI is a Pennsylvania corporation, and one of a group of related AmeriHealth companies with home offices in the Philadelphia area. AAI is an affiliate of AmeriHealth of Florida, Inc., a Florida corporation that, until recently, operated a Jacksonville-based HMO licensed by the Florida Department of Insurance.

For strategic business reasons, a decision was made in 2000 to wind down the Florida HMO operation. However, rather than terminate all AmeriHealth of Florida personnel, AmeriHealth elected to transfer certain employees from the Florida company to AAI, which was interested in using the Jacksonville location to process claims for group health plans located in other states. As a result, a number of Florida jobs were saved, and AAI has since added additional positions in Jacksonville.

September 14, 2004

Letter to Department of State – page 2

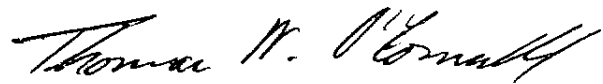
The foregoing was essentially a transitional process, and an unintended consequence was the inadvertent failure of AAI to qualify as a foreign corporation before adding Florida employees to its payroll and becoming active at the Jacksonville location. AAI is, however, up to date on its Florida tax filings, and AmeriHealth of Florida is current on tax and annual report filings.

AAI's omission in failing to timely secure a certificate of authority from the Department of State was entirely unintentional, and did not result from any desire to avoid compliance with Florida law or with any tax or other obligation arising thereunder. Furthermore, the same process that resulted in AAI's inadvertent non-compliance also resulted in the preservation of the jobs of Florida residents.

In light of the foregoing, AmeriHealth respectfully requests that the Department reduce to \$2000 the penalty imposed on AAI.

Please contact the undersigned if you have any questions or concerns regarding this request (telephone: 215-241-4896; fax: 215-241-38124; e-mail: Thomas.Oconnell@ibx.com). Thank you.

Sincerely,



Thomas W. O'Connell
Counsel to AmeriHealth

c:

Timothy G. Schoenwalder, Esq.
Schoenwalder Law Firm, P.A.
1203 Governors Square Blvd., Suite 500
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 21, 2004

THOMAS W. O'CONNELL, COUNSEL TO AMERIHEALTH
AMERIHEALTH, LEGAL DEPT.
1901 MARKET ST., 36TH FL
PHILADELPHIA, PA 19103-1480

SUBJECT: AMERIHEALTH ADMINISTRATORS, INC.
Ref. Number: W04000031171

We have received your document for AMERIHEALTH ADMINISTRATORS, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$2600.00.

The total amount due is \$2687.50.

There is a balance due of \$2600.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 304A00055546

**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. AmeriHealth Administrators, 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. Pennsylvania

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

3. 23-2521508

(FEI number, if applicable)

4. 5/31/88

(Date of incorporation)

5. perpetual

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

6. 11/3/2000

(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. 720 Blair Mill Rd., Horsham, PA 19044

(Principal office address)

720 Blair Mill Rd., Horsham, PA 19044

(Current mailing address)

8. provide third party administrative services - utilization review

(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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, FL

(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.

Korri A. Behler, Special Assistant Secretary
CT Corporation System

Korri A. Behler

(Registered agent's signature)

05 JUL 28 PM 3:00
F-1-E-4
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: G. Fred DiBona, Jr., Esq.

Address: 1901 Market St., 45th Fl.,
Philadelphia, PA 19103-1480

Vice Chairman: Robert J. Fascia

Address: 1901 Market St., 45th Fl.,
Philadelphia, PA 19103-1480

Director: Christopher D. Butler

Address: 1901 Market St., 45th Fl.,
Philadelphia, PA 19103-1480

Director: John A. Daddis

Address: 1901 Market St., 45th Fl.,
Philadelphia, PA 19103-1480

B. OFFICERS

President: Daniel J. Pedriani, President and Chief Executive Officer

Address: 720 Blair Mill Road
Horsham, PA 19044

Vice President: George W. Grimes, Vice President, Chief Financial Officer, Chief Operating Officer and Assistant Secretary

Address: 720 Blair Mill Road
Horsham, PA 19044

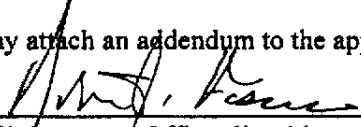
Secretary: Paul A. Tufano, Esq., Senior Vice President, General Counsel and Corporate Secretary

Address: 1901 Market St., 45th Fl., Philadelphia, PA 19103-1480

Treasurer: John G. Foos, Treasurer

Address: 1901 Market St., 45th Fl., Philadelphia, PA 19103-1480

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. Robert J. Fascia, Vice Chairman of the Board
(Typed or printed name and capacity of person signing application)

ADDENDUM

Additional Directors

John G. Foos
1901 Market St., 45th Fl.
Philadelphia, PA 19103-1480

Daniel J. Pedriani
720 Blair Mill Rd.
Horsham, PA 19044

Additional Officers

Charles A. Brower, Jr. 720 Blair Mill Rd. Horsham, PA 19044	Vice President, Marketing
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Raymond A. Stabilito 720 Blair Mill Rd. Horsham, PA 19044	Vice President, Administration
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Linda M. Taylor 720 Blair Mill Rd. Horsham, PA 19044	Vice President, Marketing
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Leo G. Watt 720 Blair Mill Rd. Horsham, PA 19044	Vice President, Information Systems
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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

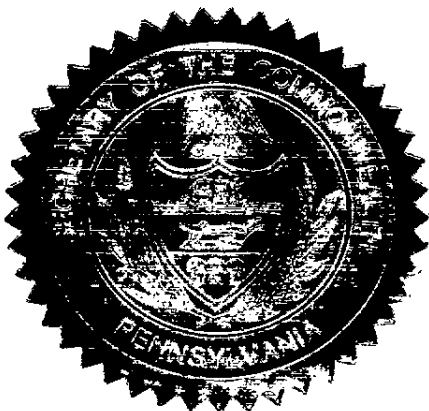
July 23, 2004

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY THAT,

AMERIHEALTH ADMINISTRATORS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show , as of the date herein .



IN TESTIMONY WHEREOF , I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Pedro C. Contes

Secretary of the Commonwealth