F06000002288

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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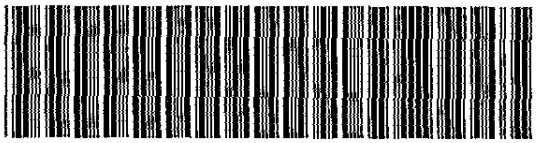

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DIVISION OF CORPORATIONS
FLORIDA

CB 4/12-06

CORPORATION SERVICE COMPANY®

ACCOUNT NO. : 072100000032

REFERENCE : 973055 4352697

AUTHORIZATION :

COST LIMIT : $ 70.00

ORDER DATE : April 7, 2006

ORDER TIME : 10:07 AM

ORDER NO. : 973055-010

CUSTOMER NO: 4352697

FOREIGN FILINGS

NAME: HUMANA HEALTH PLAN, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ PLAIN STAMPED COPY

CONTACT PERSON: Pollye Janisse -- EXT# 2954

EXAMINER: _____

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. Humana Health Plan, 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)

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

3. 61-1013183
(FEI number, if applicable)

4. August 23, 1982
(Date of incorporation)

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

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

7. 201 West Main Street, Louisville, KY 40202
(Principal office address)

500 West Main Street, Louisville, KY 40202
(Current mailing address)

8. To operate health maintenance organizations and related activities and to transact any and all lawful business for which Corporations may be incorporated including acting as Third Party Administrators.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee (City), Florida 32301 (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.

Corporation Service Company

By: Margaret A Pike, Asst 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: See Attached List

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

President: See Attached List

Address:

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. Joan O. Lenahan
(Signature of Director or Officer listed in number 12 of the application)

14. Joan O. Lenahan, Secretary
(Typed or printed name and capacity of person signing application)

Directors / Officers Report

Humana Health Plan, Inc.

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Directors

Michael B. McCallister

Primary Address: 500 West Main Street
Louisville, KY 40202

Jonathan T. Lord M.D.

Primary Address: 500 West Main Street
Louisville, KY 40202

James E. Murray

Primary Address: 500 West Main Street
Louisville, KY 40202

Officers

Michael B. McCallister — **President and Chief Executive Officer**

Primary Address: 500 West Main Street
Louisville, KY 40202

Hassan S. Rifaat — **Regional Chief Executive Officer - Chicago**

Primary Address: 30 S. Wacker Street
Chicago, Illinois 60606

Larry D. Savage — **Regional Chief Executive Officer - IN/KY/MO/OH/TN**

Primary Address: 655 Eden Park Drive, 1 North
Cincinnati, OH 45202

Leslie H. Andrews — **Market President - Colorado**

Primary Address: 8400 E. Prentice Avenue #1400
Englewood, Colorado 80111

Jeffrey B. Bringardner — **Market President - Kentucky**

Primary Address: 201 West Main Street
Louisville, Kentucky 40202

* **Roger K. Diemert** — **Market President - Senior Products/Central**

Primary Address: 7311 W. 132nd Street, Suite 200
Overland Park, Kansas 66213-1157

Is retiring at the end of April, 2006.

Robert T. Hitchcock — **Regional President - Senior Products/North**

Primary Address: 30 S. Wacker Drive, Suite 1900
Chicago, IL 60606

C. Evans Looney — **Market President - Memphis**

Primary Address: 6075 Poplar Avenue, Suite 221
Memphis, TN 38119

Directors / Officers Report

Humana Health Plan, Inc.

Veronica L. Martin	**Market President - Indianapolis**
Primary Address:	8888 Keystone Crossing Boulevard Indianapolis, Indiana 46240
Debra A. Smith	**Regional President - Senior Products/West**
Primary Address:	20860 N. Tatum Boulevard Phoenix, AZ 85050
T. Alan Wheatley	**Market President - Senior Products/East**
Primary Address:	500 West Main Street Louisville, Kentucky 40202
James H. Bloem	**Senior Vice President, Chief Financial Officer & Treasurer**
Primary Address:	500 West Main Street Louisville, KY 40202
Thomas J. Liston	**Senior Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
Jonathan T. Lord M.D.	**Senior Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
Heidi S. Margulis	**Senior Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
Steven O. Moya	**Senior Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
George G. Bauernfeind	**Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
John M. Bertko	**Vice President (Chief Actuary)**
Primary Address:	500 West Main Street Louisville, KY 40202
Stefen F. Brueckner	**Vice President - Senior Products**
Primary Address:	500 West Main Street Louisville, KY 40202

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Directors / Officers Report

Humana Health Plan, Inc.

J. Gregory Catron	**Vice President**
Primary Address:	500 West Main Street Louisville, Kentucky 40202
James L. Horrar	**Vice President**
Primary Address:	201 West Main Street Louisville, KY 40202
Mark E. Kiffer D.O.	**Market Vice President/CMO - Senior Products/Phoenix**
Primary Address:	20860 N. Tatum Boulevard Phoenix, AZ 85050
Edward J. Leary M.D.	**Market Vice President/CMO - Senior Products/Chicago**
Primary Address:	30 S. Wacker Drive, Suite 3100 Chicago, IL 60606
Kathleen Pellegrino	**Vice President and Assistant Secretary**
Primary Address:	500 West Main Street Louisville, KY 40202
William J. Tait	**Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
Gary D. Thompson	**Vice President**
Primary Address:	500 West Main Street Louisville, KY 40202
Ralph M. Wilson	**Vice President**
Primary Address:	500 West Main Street Louisville, Kentucky 40202
Frank M. Amrine	**Appointed Actuary**
Primary Address:	500 W. Main Street Louisville, KY 40202
Joan O. Lenahan	**Secretary**
Primary Address:	500 West Main Street Louisville, KY 40202

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Commonwealth of Kentucky
Trey Grayson
Secretary of State

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TALLAHASSEE, FLORIDA

Certificate of Existence

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

HUMANA HEALTH PLAN, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is August 23, 1982 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 7th day of April, 2006.

Certificate Number: 29258
Jurisdiction: KY
Visit http://apps.sos.ky.gov/business/obdb/certvalidate.aspx to validate the authenticity of this certificate.

Trey Grayson
Secretary of State
Commonwealth of Kentucky
29258/0179546