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Division of Corporations

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Florida Department of State
Division of Corporations
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From:
Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT/NONPROFIT CORPORATION

OptiCare Managed Vision, Inc.

Certificate of Status	0
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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. OptiCare Managed Vision, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "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. 20-4730341

(FEI number, if applicable)

4. 03/27/2006

(Date of incorporation)

5. Perpetual

(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. 112 Zebulon Court, Rocky Mount, NC 27804

(Principal office address)

7711 Carondelet Avenue, Ste. 800, St. Louis, MO 63105

(Current mailing address)

8. Contract with third party payers to manage claims payment administration of eye health benefits, etc.

(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

(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:

(Registered agent's signature)

John J. Linnihan - Asst. Vice 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. DIRECTORS

Chairman: See Attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See Attached

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

14. Jennifer Spears, Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATE
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**List of Officers/Directors
OptiCare Managed Vision, Inc.**

Jason Harold, President
112 Zebulon Court
Rocky Mount, NC 27804
Residence Address:
1814 Green Valley Lane
Rocky Mount, NC 27804

Michael F. Neidorff, Director
7711 Carondelet Avenue, Ste. 800
St. Louis, MO 63105
Residence Address:
76 Overhills Drive
St. Louis, MO 63124

William N. Scheffel, Vice President/Director
7711 Carondelet Avenue, Ste. 800
St. Louis, MO 63105
Residence Address:
111 Clayton Place Drive
Town & Country, MO 63131

J. Per Brodin, Director
7711 Carondelet Avenue, Ste. 800
St. Louis, MO 63105
Residence Address:
10 Cricket Ln.
St. Louis, MO 63144

Jennifer Spears, Secretary
7711 Carondelet Avenue, Ste. 800
St. Louis, MO 63105
Residence Address:
1 Hunting Creek Road
St. Peters, MO 63376

Brian Butts, Treasurer
7711 Carondelet Avenue, Ste. 800
St. Louis, MO 63105
Residence Address:
9324 Pine Avenue
St. Louis, MO 63144

Tricia Dinkelman, Director of Tax
7711 Carondelet Avenue, Ste. 800
St. Louis, MO 63105
Residence Address:
912 Kimberly Lane
Waterloo, IL 62298

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Delaware

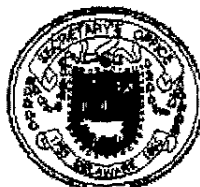
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTICARE MANAGED VISION, 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 FIFTH DAY OF SEPTEMBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPTICARE MANAGED VISION, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2006.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5018687

DATE: 09-05-06