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Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

IntelliCare, Inc.

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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. IntelliCare, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. Delaware 3. 01-0499595
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 21, 1997 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. 500 Southborough Drive, South Portland, ME 04106
(Principal office address)
500 Southborough Drive, South Portland, ME 04106
(Current mailing address)
8. operation of an answering service for physicians utilizing nurses to provide triage service
(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)

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

Jeffrey D. Butterfield
Assistant Secretary

By: Jeffrey D. Butterfield
(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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A. DIRECTORS

Chairman: Devin J. Anderson

Address: 701 Edgewater Dr., Suite 360

Wakefield, MA 01880

Vice Chairman: Kevin Barrett

Address: 701 Edgewater Dr., Suite 360

Wakefield, MA 01880

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Victor C. Otley

Address: 300 Southborough Drive

South Portland, ME 04106

Vice President: David Bjork

Address: 701 Edgewater Dr., Suite 360

Wakefield, MA 01880

Secretary: Devin J. Anderson

Address: 701 Edgewater Dr., Suite 360, Wakefield, MA 01880

Treasurer: Bruce Haskin

Address: 701 Edgewater Dr., Suite 360, Wakefield, MA 01880

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. Devin J. Anderson, Secretary and Director
(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 "INTELLICARE, 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 NINETEENTH DAY OF SEPTEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTELLICARE, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



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060863250

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5051641

DATE: 09-19-06