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APPROVED
AND
FILED
07 AUG 29 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight AUG 30 2007



Eleanor J. Thompson
Corporate Secretary
eleanor.thompson@concentra.com

August 28, 2007

Florida Department of State
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ppoNEXT Midwest, Inc.
Application by Foreign Corporation for Authorization to Transact Business in
Florida

Dear Sir or Madam,

Please find enclosed, for immediate filing and recording in your office, duplicate originals of an Application by Foreign Corporation for Authorization to Transact Business in Florida for ppoNEXT Midwest, Inc., an Illinois corporation.

Check number 856771, payable to the Florida Department of State in the amount of \$78.75 (filing fee plus certificate of status), is enclosed in payment of this foreign qualification. A good standing certificate issued by the Illinois Secretary of State is also attached.

Once this filing has been completed, please send the original file-stamped evidence to my attention at the following address:

Eleanor J. Thompson
Concentra Inc. Legal Department
5080 Spectrum Drive, Suite 1200 West Tower
Addison, Texas 75001

Thank you very much in advance for your immediate attention. If you have any questions regarding this matter, please do not hesitate to call me directly at 972.364.8081.

Sincerely,

A handwritten signature in black ink, appearing to read "EJ Thompson".
Eleanor J. Thompson
Assistant Vice President

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ppoNEXT Midwest, 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:

Eleanor J. Thompson

(Name of Person)

Concentra Legal Department

(Firm/Company)

5080 Spectrum Drive, Suite 1200 West Tower

(Address)

Addison, Texas 75001

(City/State and Zip code)

For further information concerning this matter, please call:

Eleanor J. Thompson

at (972) 364-8081

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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 TRANACT BUSINESS IN THE STATE OF FLORIDA.

- ## 1. ppoNEXT Midwest, 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. Illinois 3. 36-3146167

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

3. 36-3146167

(FEI number, if applicable)

- 4 July 1, 1981 5 Perpetual

5. Perpetual

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

- 6 Upon filing

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

- 535 East Diehl Road, Naperville, Illinois 60563

(Principal office address)

- 5080 Spectrum Drive, Suite 1200 West Tower, Addison, Texas 75001

(Current mailing address)

- ## 8 PPO network services

(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 _____, Florida 32301
(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.

Corporation Service Company

By:

(Registered agent's signature)

(Registered agent's signature)
Kurt Pflender, 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.

APPROVED
AND
FILED

07 AUG 29 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. flack

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

14. Steven A. Flack, Executive Vice President

(Typed or printed name and capacity of person signing application)

ppoNEXT Midwest, Inc.

Officers:

Daniel J. Thomas (and Director)
Chief Executive Officer

Thomas J. Bartlett (and Director)
President

Kurt A. Anderson
Executive Vice President and Chief Revenue Officer

Meridith M. Herdes
Executive Vice President and Chief Information Officer

Steven A. Flack
Executive Vice President, Chief Financial Officer and Treasurer

Bryan Adel
Senior Vice President, General Counsel and Corporate Secretary

Shawn M. Fitzgibbon
Senior Vice President - Network Development

Terry E. Harris
Senior Vice President - Commercial Markets

Karl R. Huff
Senior Vice President and Chief Actuary

Robert Martin
Senior Vice President - Pre-Payment Operations

Guy Nesbitt
Senior Vice President - Medicaid Services

Timothy C. Smith
Senior Vice President - Government Services

Charles Busch
Vice President - Sales

Frank Budzisz
Vice President - Corporate Technology Services

David V. Cardelle R.Ph.
Vice President - Post-Payment Operations

J. Bryan Childress
Vice President - Sales Administration

Marci Conlin
Vice President - Network Development

James Doody
Vice President - Sales

Barbara Dowl
Vice President - Network Development

Clifford J. Greifer
Vice President - Marketing

Freda Hogan
Vice President - Network Services

Pamela G. Leggero
Vice President - Professional Negotiation Services

Daniel Marion
Vice President - Provider Relations

Gisele Molloy
Vice President and Assistant Corporate Secretary

Address for all:

535 East Diehl Road
Naperville, Illinois 60563

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas H. Nolte
Vice President - Information Services and Technology

Carolyn M. O'Hearn
Vice President - Business Process, Network Operations

Robert S. Patterson
Vice President - Operations SLC

Stephen T. Peake M.D.
Vice President and Chief Medical Officer

Kathleen A. Praxmarer
Vice President - PNS National Operations

Janice L. Redmond
Vice President - Beech Street Operations

Patricia A. Rizzi
Vice President - Finance, Group Health

Betty St. Sauveur
Vice President

Marianne U. Chiccone
Assistant Vice President

Kim M. Cucinello
Assistant Vice President - Accounting

Tracy Fritz
Assistant Vice President - Finance Operations

Gail K. Koza
Assistant Vice President - Product Operations Consulting

Joseph P. Noble
Assistant Vice President and Controller

John Thompson
Assistant Vice President - Marketing

Catherine M. Woods
Assistant Vice President - National Operations

Gary Chedekel
Assistant Corporate Secretary

File Number 5244-137-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

PPONEXT MIDWEST, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JULY 01, 1981, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 22ND day of AUGUST A.D. 2007.



Authentication #: 0723401704

Authenticate at: <http://www.cyberdriveillinois.com>

Jesse White

SECRETARY OF STATE