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CORPORATION SYSTEM

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Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

PacifiCare Behavioral Health, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$3,537.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. PacifiCare Behavioral Health, 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. Delaware

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

3. 33-0538634

(FEI number, if applicable)

4. November 13, 1992

(Date of incorporation)

5. Perpetual

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

6. OCTOBER 22, 2004

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

7. 3120 Lake Center Drive, Santa Ana, CA 92704

(Principal office address)

P.O. Box 25032 Santa Ana, CA 92799-5032, Mail Stop: CA112-0267

(Current mailing address)

8. Health Care Provider

(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: **CT 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.


(Registered agent's signature)

M.T. FITZPATRICK
ASSISTANT SECRETARY

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.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David L. SparkmanAddress: 9900 Bren Road EastMinnetonka, MN 55343Director: Gregory A. BayerAddress: 425 Market Street, 27th FloorSan Francisco, CA 94105

B. OFFICERS

President: Gregory A. BayerAddress: 425 Market Street, 27th FloorSan Francisco, CA 94105

Vice President: _____

Address: _____


Secretary: Timothy F. RyanAddress: 9900 Bren Road East, Minnetonka, MN 55343Treasurer: Robert W. OberrenderAddress: 9900 Bren Road East, Minnetonka, MN 55343**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. Adam R. Easterday, Assistant Secretary

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


August 28, 2007

ADDENDUM

PacifiCare Behavioral Health, Inc. ("PBHI")

(a Delaware corporation)
(owned 100% by PHS)

Gregory A. Bayer 425 Market Street, 27 th Floor San Francisco, CA 94105	President & COO, Director
David L. Sparkman 9900 Bren Road East Minnetonka, MN 55343	Director
William A. Gillespie, M.D. 9900 Bren Road East Minnetonka, MN 55343	Director
Leslie J. Davis 425 Market Street, 27 th Floor San Francisco, CA 94105	Chief Financial Officer
Robert W. Oberrender 9900 Bren Road East Minnetonka, MN 55343	Treasurer
Timothy F. Ryan 9900 Bren Road East Minnetonka, MN 55343	Secretary
Adam Easterday 7632 SW Durham Road, Suite 300 Tigard, Oregon 97224	Assistant Secretary
Rhonda Robinson-Beale, M.D. 5990 Sepulveda Blvd., Suite 400 Van Nuys, CA 91411	Chief Medical Officer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 "PACIFICARE BEHAVIORAL HEALTH, 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 2007.

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

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5987558

DATE: 08-27-07