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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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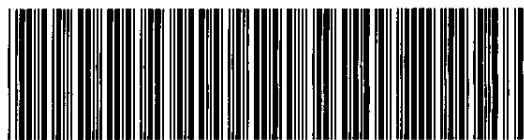
(Business Entity Name)

(Document Number)

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GREAT-WEST HEALTHCARE, INC.
C/O GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY
8525 E. ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

Valerie L. Ruppel
Senior Paralegal
Corporate Governance Group
Tele.: (303) 737-4225
Fax: (303) 737-3827

January 30, 2008

Via Federal Express

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Application for Certificate of Authority for Great-West Healthcare, Inc.
And Articles of Merger between Great-West Healthcare Inc. and
Great-West Healthcare of Florida, Inc. (Corporation #P96000096661)

To Whom It May Concern:

Enclosed please find an Application to Transact Business for Great-West Healthcare, Inc., a Vermont Corporation. Also enclosed is a Certificate of Good Standing for this entity and a check in the amount of \$70.00.

Additionally, Great-West Healthcare, Inc. is entering into a merger with Great-West Healthcare of Florida, Inc., a domestic Florida corporation in good standing. Enclosed, please find the Articles of Merger and a check in the amount of \$70.00, and minutes reflecting the approval of the sole shareholder of each merging corporation. *Please note that Great-West Healthcare, Inc. is the surviving entity in this merger.*

Finally, enclosed is a return envelope. Please return time stamped copies of both the Application to Transact Business and the Articles of Merger, indicating that the filings have been accepted.

If you have any questions or concerns, please do not hesitate to contact me at (303) 737-4225 or by email at valerie.ruppel@gwl.com.

Sincerely,



Valerie L. Ruppel
Paralegal to David C. Larsen

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SECRETARY OF STATE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Great-West Healthcare, 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:

Valerie Ruppel

(Name of Person)

c/o Great-West Life & Annuity Insurance Company

(Firm/Company)

8525 E. Orchard Road, #2T3

(Address)

Greenwood Village, CO 80111

(City/State and Zip code)

For further information concerning this matter, please call:

Valerie Ruppel

(Name of Person)

at (303) 737-4225

(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 TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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1. Great-West Healthcare, 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. Vermont

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

3. 02-0495422

(FEI number, if applicable)

4. 8/11/1997

(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. 8515 E. Orchard Road, Greenwood Village, CO 80111

(Principal office address)

8515 E. Orchard Road, Greenwood Village, CO 80111

(Current mailing address)

8. Anything Legal

(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.

By:

C T Corporation System

(Registered agent's signature)

James Martin
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.

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

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A. DIRECTORS

Chairman: Donna A. Goldin

Address: 8505 E. Orchard Road
Greenwood Village, CO 80111

Vice Chairman: _____

Address: _____

Director: Christopher M. Knackstedt

Address: 8505 E. Orchard Road
Greenwood Village, CO 80111

Director: Martin Rosenbaum

Address: 8505 E. Orchard Road
Greenwood Village, CO 80111

B. OFFICERS

President: Christopher M. Knackstedt

Address: 8505 E. Orchard Road
Greenwood Village, CO 80111

Vice President: None

Address: _____

Secretary: Richard G. Schultz

Address: 8525 E. Orchard Road, Greenwood Village, CO 80111

Treasurer: Glen R. Derback

Address: 8515 E. Orchard Road, Greenwood Village, CO 80111

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *R. Schultz*
(Signature of Director or Officer listed in number 12 of the application)

14. Richard G. Schultz, Secretary
(Typed or printed name and capacity of person signing application)

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STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, Deborah L. Markowitz, Vermont Secretary of State, do hereby certify that
according to the records of this office

GREAT-WEST HEALTHCARE, INC.

a corporation formed under the laws of the State of Vermont

was filed for record in this office on August 11, 1997

I further certify that the corporation has perpetual duration, that its most recent annual report is on file, and, as of this date, articles of dissolution/withdrawal have not been filed.

January 15, 2008

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital



Deborah Markowitz
Secretary of State

