

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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RE-SUBMIT
Please retain original filing
date of submission 3/12/08

FOREIGN PROFIT/NONPROFIT CORPORATION

HealthSpring, Inc.

Certificate of Status	0
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Page Count	2/8
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DIVISION OF CORPORATION

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March 13, 2008

C T CORPORATION SYSTEM

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: HEALTHSPRING, INC.
REF: W08000013349

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2008 MAR 12 A 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000064161
Letter Number: 308A00015437

**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. HealthSpring, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- HealthSpring I, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-1821898
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 29, 2004 5. Perpetual
(Date of incorporation) (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. 9009 Carothers Parkway, Suite 501, Franklin, TN 37067
(Principal office address)
- Same as above
(Current mailing address)
8. Managed Care Organization
(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

By:

Carrie Bux
(Registered agent's signature)

CONNIE D. HARRIS

SECRETARY OF STATE

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SECRETARY OF STATE

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 list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

Address: _____

Vice President: _____

Address: _____

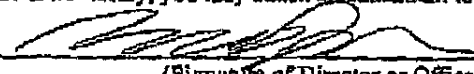
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Teresa R.J. Jordan, Senior Vice President & General Counsel - Operations
(Typed or printed name and capacity of person signing application)

Attachment to Application by Foreign Corporation for Authorization to Transact Business in Florida
HealthSpring, Inc.

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12.A. DIRECTORS

Herbert A. Fritch
Shared Mensukani
Russell K. Mayerfeld
Joseph P. Nolan
Robert Z. Hensley
Martin S. Rash
Bruce Merlin Fried

12.B. OFFICERS

1. Herbert A. Fritch, Chairman/CEO/President
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
2. Gerald V. Coil, Executive Vice President & COO
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
3. Andy Flatt, Chief Information Officer
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
4. Kevin McNamara, Executive Vice President, Chief Financial Officer & Treasurer
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
5. Teresa Jordan, Senior Vice President, General Counsel Operations & Assistant Secretary
2900 N. Loop West, Suite 1300, Houston, TX 77092
6. Gentry Barden, Senior Vice President, Corporate General Counsel, Secretary
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
7. David Terry, Senior Vice President & Chief Actuary
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
8. Sonny Terrill, Vice President Human Resources
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
9. James Geraughty, MD, Chief Quality Officer
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
10. Kevin Bailey, Vice President & Corporate Controller
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
11. Dirk Wales, Senior Corporate Medical Director
2900 N. Loop West, Suite 1300, Houston, TX 77092
12. Lan Wilkerson, Corporate Medical Director
9009 Carothers Parkway, Suite 501, Franklin, TN 37067
13. Mark Tulloch, Senior Vice President Pharmacy Operations
601 Mainstream Dr., Nashville, TN 37228
14. Matthew Shawn Morris, President - HealthSpring of Tennessee, Inc.
44 Vantage Way, Suite 300, Nashville, TN 37228
15. Scott C. Huebner, President - Texas HealthSpring, LLC
2900 N. Loop West, Suite 1300, Houston, TX 77092
16. Randy K. Fike, President - HealthSpring of Illinois
9701 W. Higgins Road, Suite 360, Rosemont, IL 60018
17. Rene P. Monet, President - HealthSpring of Alabama, Inc.
Two Chase Corporate Drive, Suite 300, Birmingham, AL 35244

Delaware

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TALLAHASSEE, FLORIDA

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHSPRING, 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 TENTH DAY OF MARCH, A.D. 2008.

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

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

3874957 8300

080298695

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6436849

DATE: 03-10-08

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2008 MAR 12 A 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**HEALTHSPRING OF FLORIDA, INC.
CONSENT TO USE OF NAME**

HealthSpring of Florida, Inc. ("Corporation"), a corporation organized under the laws of the State of Florida, hereby consents to the qualification of HealthSpring, Inc., a Delaware corporation, as its parent company and ultimate controlling entity, in the State of Florida.

IN WITNESS WHEREOF, the said Corporation has caused this consent to be executed by its President and certified by its Assistant Secretary, this 11th day of March, 2008.

HealthSpring of Florida, Inc.

By: 

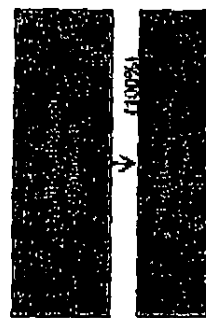
Name: Albert Maury

Title: President

Attest:


Teresa R.J. Jordan, Assistant Secretary

HealthSpring, Inc.



February 2008