

# F09000004739

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H090002501453)))



H090002501453ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

RECEIVED  
09 DEC - 1 PM 4: 04

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address Please insert the e-mail address of [gschwanz@uhc.com](mailto:gschwanz@uhc.com)

**FOREIGN PROFIT/NONPROFIT CORPORATION**

Prescription Solutions, Inc. d/b/a RxSolutions Pharmacy Benefit

Management, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

CP 12/2/09

FILED  
09 DEC - 1 AM 11: 36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Prescription Solutions, Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

RxSolutions Pharmacy Benefit Management, Inc.

(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. 27-0979419**

(FBI number, if applicable)

**4. 09/17/2009**

(Date of incorporation)

**5. Perpetual**

(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. 2300 Main Street, Irvine, CA 92614**

(Principal office address)

9900 Bren Road East, Minnetonka, MN 55343

(Current mailing address)

**8. Pharmacy benefit management**

(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: [Signature]

(Registered agent's signature)

**Michele Miller  
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.**

**FILED**  
09 DEC -1 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**RESOLUTION OF THE BOARD OF DIRECTORS TO ADOPT AN  
ALTERNATE NAME FOR USE IN FLORIDA**

(Pursuant to section 607.1506 or 617.1506, F.S.)

(Please print or type)

I, the undersigned Michelle Huntley Dill, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Prescriptions Solutions, Inc.

(Name of Corporation)

a corporation duly organized and existing under the laws of Delaware  
(State or Country)

was adopted on September 17th, 2009, adopting the alternate

name of RxSolutions Pharmacy Benefit Management, Inc.

(Alternate Name) NOTE: Must contain a corporate suffix)

for use in Florida as its real name is unavailable in Florida.

Date: November 23, 2009

Michelle Huntley Dill  
Signature of Chairman, Vice Chairman of the Board, a  
director or any officer

Assistant Secretary  
Title of person signing

**FILING FEE \$35**

**(No fee required if submitted with a foreign not for profit qualification or amendment)**

Make checks payable to Florida Department of State and mail to:

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

CR2E126 (6/08)

**FILED**  
09 DEC -1 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS *SEE ATTACHMENT*

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Jacqueline B. Koscoff

Address: 2300 Main Street

Irvine, CA 92614

Director: Edward M. Feaver

Address: 2300 Main Street

Irvine, CA 92614

B. OFFICERS *SEE ATTACHMENT*

President: Edward M. Feaver

Address: 2300 Main Street

Irvine, CA 92614

Vice President: John W. Kelly

Address: 2300 Main Street

Irvine, CA 92614

Secretary: Richard Cross

Address: 2300 Main Street, Irvine, CA 92614

Treasurer: Robert W. Oberlander

Address: 2300 Main Street, Irvine, CA 92614

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

13. Michelle Huntley Dill

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

14. Michelle Huntley Dill, Assistant Secretary

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

FILED  
09 DEC - 1 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Attachment to Florida  
Officers & Directors**

1	Full Name:	Jacqueline B. Koscoff
	Officer/Director:	Officer, Director
	Officer's Title:	CEO
	Director's Title:	Other Director
	Business Address:	2300 Main Street
	City:	Irvine
	State:	CA
	ZIP Code:	92614
2	Full Name:	Paul Miller
	Officer/Director:	Officer
	Officer's Title:	CFO
	Director's Title:	
	Business Address:	2300 Main Street
	City:	Irvine
	State:	CA
	ZIP Code:	92614
3	Full Name:	William Y. Mickle
	Officer/Director:	Officer
	Officer's Title:	Sr. VP, Operations
	Director's Title:	
	Business Address:	2300 Main Street
	City:	Irvine
	State:	CA
	ZIP Code:	92614
4	Full Name:	Michelle Huntley Dill
	Officer/Director:	Officer
	Officer's Title:	Asst. Secretary
	Director's Title:	
	Business Address:	2300 Main Street
	City:	Irvine
	State:	CA
	ZIP Code:	92614
5	Full Name:	Joseph E. Addiego

**FILED**  
09 DEC -1 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Officer/Director:  
Officer's Title:  
Director's Title:  
Business Address:  
City:  
State:  
ZIP Code:

Director  
Other Director  
2300 Main Street  
Irvine  
CA  
92614

FILED  
09 DEC -1 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRESCRIPTION SOLUTIONS, 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 SEVENTH DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRESCRIPTION SOLUTIONS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2009.

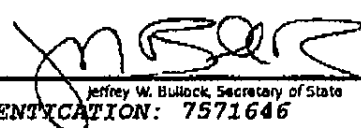
FILED  
09 DEC -1 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4723809 8300

090918735

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7571646

DATE: 10-07-09