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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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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
Fax Number : (850) 878-5368

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Email Address: *see cover*

FOREIGN PROFIT/NONPROFIT CORPORATION

OptumHealth Specialty Benefits, Inc.

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

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TALLAHASSEE, FLORIDA

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T. Burch DEC 22 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: OptumHealth Specialty Benefits, 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," or "Certificate of Good Standing" 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:

Andria Schwanz

Name of Person

UnitedHealth Group Incorporated

Firm/Company

9900 Bren Road East

Address

Minnetonka, MN 55343

City/State and Zip code

aschwanz@uhc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Veronica Ehrenzeller

Name of Person

at (303) 454-2405

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 Cop ☐ \$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.

1. OptumHealth Specialty Benefits, 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. 27-1271653

(FEI number, if applicable)

4. 10/28/2009

(Date of incorporation)

5. Perpetual

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

December 1, 2009

6.

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

7. 6220 Old Dobbin Lane, #200, Columbia, MD 21045

(Principal office address)

same

(Current mailing address)

8. SEE ATTACHMENT

(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.

C T Corporation System

By: Michele Miller

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Diane D. Souza

Address: 6220 Old Dobbin Lane, #200

Columbia, MD 21045

Director: Paul B. Hebert

Address: 6220 Old Dobbin Lane, #200

Columbia, MD 21045

B. OFFICERS SEE ATTACHMENT

President: _____

Address: _____

Vice President: Don Yee

Address: 6220 Old Dobbin Lane, #200

Columbia, MD 21045

Secretary: Timothy F. Ryan

Address: 6220 Old Dobbin Lane, #200, Columbia, MD 21045

Treasurer: Robert W. Oberrender

Address: 6220 Old Dobbin Lane, #200, Columbia, MD 21045

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)

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TALLAHASSEE, FLORIDA

**Attachment to Florida
Purpose Clause**

any lawful act or activity for which corporation may be organized under the General
Corporation Law of the State of Delaware

Officers & Directors

- 1 Full Name: Diane D. Souza
 Officer/Director: Officer, Director
 Officer's Title: CEO
 Director's Title: Other Director
 Business Address: 6220 Old Dobbin Lane, #200
 City: Columbia
 State: MD
 ZIP Code: 21045
- 2 Full Name: Michael L. Latimer
 Officer/Director: Officer
 Officer's Title: CFO
 Director's Title:
 Business Address: 6220 Old Dobbin Lane, #200
 City: Columbia
 State: MD
 ZIP Code: 21045
- 3 Full Name: Steven Klister
 Officer/Director: Officer
 Officer's Title: VP
 Director's Title:
 Business Address: 6220 Old Dobbin Lane, #200
 City: Columbia
 State: MD
 ZIP Code: 21045
- 4 Full Name: Michelle M. Huntley Dill
 Officer/Director: Officer
 Officer's Title: Asst. Secretary
 Director's Title:
 Business Address: 6220 Old Dobbin Lane, #200
 City: Columbia
 State: MD

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| | | |
|---|-------------------|----------------------------|
| | ZIP Code: | 21045 |
| 5 | Full Name: | Jennifer L. Lewis |
| | Officer/Director: | Officer |
| | Officer's Title: | Ast. Secretary |
| | Director's Title: | |
| | Business Address: | 6220 Old Dobbin Lane, #200 |
| | City: | Columbia |
| | State: | MD |
| | ZIP Code: | 21045 |
| 6 | Full Name: | John W. Kelly |
| | Officer/Director: | Officer |
| | Officer's Title: | VP, Tax Services |
| | Director's Title: | |
| | Business Address: | 6220 Old Dobbin Lane, #200 |
| | City: | Columbia |
| | State: | MD |
| | ZIP Code: | 21045 |
| 7 | Full Name: | John Prince |
| | Officer/Director: | Director |
| | Officer's Title: | |
| | Director's Title: | Other Director |
| | Business Address: | 6220 Old Dobbin Lane, #200 |
| | City: | Columbia |
| | State: | MD |
| | ZIP Code: | 21045 |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTUMHEALTH SPECIALTY BENEFITS, 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 SEVENTEENTH DAY OF DECEMBER, 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 "OPTUMHEALTH SPECIALTY BENEFITS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2009.

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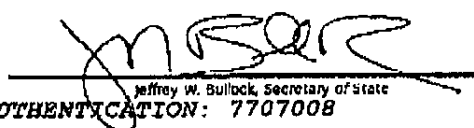
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7707008

DATE: 12-17-09