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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
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**FOREIGN PROFIT/NONPROFIT CORPORATION
ACS CARE AND QUALITY SOLUTIONS, INC.**

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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. ACS Care and Quality Solutions, 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. Wisconsin 3. 39-1677922
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 9, 1990 5. perpetual
(Date of incorporation) (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. 9779 S. Franklin Drive, Suite 300, Franklin, WI 53132
(Principal office address)
- 2828 N. Haskell Avenue, Bldg 1, FL-10, Dallas, TX 75204
(Current mailing address)

8. Health care consulting (including software and care and disease 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Sonya L. Cordell
(Registered agent's signature)

Sonya L. Cordell
Assistant VP

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

A. DIRECTORS

Chairman: Kevin R. Kyser

Address: 2828 N. Haskell Avenue, Bldg 1, FL-10, Dallas, TX 75204

Vice Chairman: _____

Address: _____

Director: J. Michael Pepper

Address: 2828 N. Haskell Avenue, Bldg 1, FL-10, Dallas, TX 75204

Director: _____

Address: _____

B. OFFICERS

President: Mark L. Boxer

Address: 7 McKee Place, Cheshire, CT 06410

Vice President: James K. Markey

Address: 2828 N. Haskell Avenue, Bldg 1, FL-10, Dallas, TX 75204

2828 N. Haskell Avenue, Bldg 1, FL-10, Dallas, TX 75204

VP & Secretary: J. Michael Pepper

Address: 2828 N. Haskell Avenue, Bldg 1, FL-10, Dallas, TX 75204

Treasurer: Rhonda L. Seegal

Address: 45 Glover Avenue, Norwalk, CT 06856

Please see attached Exhibit A for complete list of officers

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. J. Michael Pepper, Vice President and Secretary

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

ACS CARE AND QUALITY SOLUTIONS, INC.

EXHIBIT A

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|-------------------------|----------------------------|--|
| Kevin R. Kyser | Director & SVP | 2828 N Haskell Avenue, Bldg 1, FL-10 Dallas, TX 75204 |
| J. Michael Pepper | Director, VP & Secretary | 2828 N Haskell Avenue, Bldg 1, FL-10 Dallas, TX 75204 |
| Mark L. Boxer | President | 7 McKee Place Cheshire, CT 06410 |
| Will F. Saunders | Chief Operating Officer | 2810 North Parham Road Richmond, VA 23294 |
| Jonathan A. Puckett | Chief Financial Officer | 2828 N Haskell Avenue, Bldg 1, FL-8 Dallas, TX 75204 |
| Mark Tripodi | Vice President | 2810 North Parham Road Richmond, VA 23294 |
| Michael Klug | Vice President-Operations | 9779 S. Franklin Drive, Suite 300 Franklin, WI 53132 |
| Rich Castranova | Vice President | 3988 N. Central Expy Dallas, TX 75204 |
| Nancy P. Vineyard | Vice President | 2828 N Haskell Avenue, Bldg 1, FL-10 Dallas, TX 75204 |
| Trudy D. Fountain-James | Vice President-Licensing | 3988 N. Central Expy Dallas, TX 75204 |
| David R. Jarrett, Jr. | Vice President-Real Estate | 3988 N. Central Expy Dallas, TX 75204 |
| James K. Markey | VP & Assistant Secretary | 2828 N Haskell Avenue, Bldg 1, FL-10 Dallas, TX 75204 |
| Stephanie Grossman | VP & Assistant Secretary | 2828 N Haskell Avenue, Bldg 1, FL-10 Dallas, TX 75204 |
| Rhonda L. Seegal | Treasurer | 45 Glover Avenue Norwalk, CT 06856 |
| John F. Rivera | Assistant Treasurer | 45 Glover Avenue Norwalk, CT 06856 |
| Robin Abbott | Assistant Secretary | 12357-A Riata Trace Parkway Austin, TX 78727 |
| Richard J. Russin | Assistant Secretary | 8260 Willow Oaks Corporate Drive Fairfax, VA 22031 |
| Debra Bang | Assistant Secretary | 8260 Willow Oaks Corporate Drive Fairfax, VA 22031 |
| Kim Watson | Assistant Secretary | 2828 N Haskell Avenue, Bldg 1, FL-10 Dallas, TX 75204 |

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United States of America
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

ACS CARE AND QUALITY SOLUTIONS, INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is August 9, 1990.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on June 15, 2010.

A handwritten signature in black ink, appearing to be "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: 79554-36F9C4B4