F95000002398

CT System

May 11, 1995

Secretary of State
Corporate Records Bureau
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

C T Corporation System
454 Norwest Midland
Bank Building
Minneapolis, MN 55401
612 333 4315
Fax 612 333 2524

Re: PRIMEXTRA INC.
Order #: 298149

600001488736
-05/16/95--01089--011
*****70.00 *****70.00

Counsel: EBP HEALTHPLANS INC.
ILSE ROLF

Gentlemen:

As requested by counsel, we enclose for filing the application for authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-626-1773.

Very truly yours,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 16 PM 2:14

Georgia Ireland
Customer Specialist

5/16

Enclosure(s)

Special Instructions:

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. PRIMExtra, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. June 14, 1994
(Date of Incorporation)

4. Perpetual
(Duration)

5. 41-1783616
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 435 Ford Road, Suite 500, Minneapolis, Minnesota 55426
(Current mailing address)

8. See attached purpose clause
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: William E. Sagan
Address: 435 Ford Road, Suite 500
Minneapolis, Minnesota 55426

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Vice Chairman:
Address:

Director:
Address:

Director:
Address:

(FLA.-2189 - 2/1/92)

9. Officers:

President: William E. Sagan

Address: 435 Ford Road, Suite 500

Minneapolis, Minnesota 55426

Vice President: Jane M. Severson

Address: 435 Ford Road, Suite 500

Minneapolis, Minnesota 55426

Secretary: Timothy W. Kuck

Address: 435 Ford Road, Suite 500

Minneapolis, Minnesota 55426

Treasurer:

Address:

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation ,Florida 33324

Zip Code

11. **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

Registered agent's signature: Susan J. Wanner

(Officer)

Susan J. Wanner, Asst. Secy

(Typed Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

12. 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.

13. W E Sagan

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. William E. Sagan, President

(Name and capacity of person signing application)

(FLA.-2189)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Purpose Clause of PRIMExtra, Inc.

The nature of the business or purpose to be conducted or promoted by the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIMEXTRA, 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 FIFTH DAY OF MAY, A.D. 1995.

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7496223

DATE: 05-05-95