

F95000003743

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: CMG Health, 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", 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:

Mary Ann Criss - Contracts Manager
(Name of Person)

CMG Health, Inc.
(Firm/Company)

25 Crossroads Drive, Suite 200
(Address)

Owings Mills, Maryland 21117
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Mary Ann Criss
(Name of Person)

at (410) 654 - 2519
Area Code & Daytime Telephone Number

or (800) 776-2466
extension 2519

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. CMG Health, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Maryland 3. 52-1473102
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8-14-86 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. target date - July, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 25 Crossroads Drive, Suite 200
Owings Mills, Maryland 21117
(Current mailing address)
8. To arrange contracts for behavioral health services and to provide ancillary services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
to behavioral health care providers.
9. Name and street address of Florida registered agent:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Mary L. Fowler
(Registered agent's signature)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Alan J. Shusterman
Address: 25 Crossroads Drive, Suite 200
Owings Mills, MD 21117

Vice Chairman: Ronald E. Cann
Address: 2107 Laurel Bush Road, Suite 201
Bel Air, MD 21015

Director: Douglass A. Kay
Address: 25 Crossroads Drive, Suite 200
Owings Mills, MD 21117

Director: William Acker
Address: 402 Office Park Drive, Suite 150
Birmingham, AL 35223

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Henry A. Boyd
Address: 25 Crossroads Drive, Suite 200
Owings Mills, MD 21117

Vice President: ---
Address: -----

Secretary: Jill B. Reamer
Address: 25 Crossroads Drive
Owings Mills, MD 21117

Treasurer: Curt A. H. Jeschke, Jr.
Address: 25 Crossroads Drive, Suite 200
Owings Mills, MD 21117

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

13. JBR
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jill B. Reamer, Secretary
(Typed or printed name and capacity of person signing application)

CONTINUATION SHEET
LISTING OF ADDITIONAL DIRECTORS

Directors:

Eugene D. Hill, III
One Embarcadero Center
San Francisco, CA 94111

W. Roger Drury
500 W. Main Street
Louisville, KY 40201

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STATE OF MARYLAND

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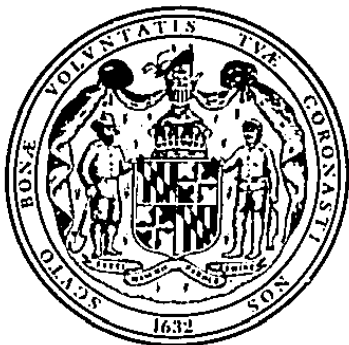
DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CMG HEALTH, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 20TH DAY OF JUNE, 1995.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER