

F95000005684

1201 Peachtree Street NE October 27, 1995

Atlanta, GA 30361

Tel 404 888 7796

Fax 404 888 7795

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

Re: VIPS, INC. (MD)
Order #: 391962

W95-21712

Gentlemen:

As requested by counsel, we enclose for filing a qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

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: 800-241-8922.

Very truly yours,

A Drink for Jenni

C. Jennifer Ferguson
Customer Specialist

CJF/adf

Enclosure(s)

gf
200001624392
-10/31/95--01071--006
*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 1, 1995

CT CORPORATION SYSTEM
1201 PEACHTREE ST., NE
ATLANTA, GA 30361

SUBJECT: VIPS, INC.
Ref. Number: W95000021712

We have received your document for VIPS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The name that you have listed as your d/b/a (Viable Information Systems, Inc.) is available for use in Florida. In order for you to use that name in Florida, the enclosed resolution will need to be completed. The name that appears in section #1 of the application should be identical to the name listed on your certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 895A00048872

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. VIPS, INC. d/b/a-Viable Information Processing Systems, 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
(State or country under the law of which it is incorporated)
3. 52-1148364
(FEI number, if applicable)
4. May 4, 1979
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))
7. 5660 New Northside Drive, Suite 1400, Atlanta, Georgia 30328
(Current mailing address)
8. Developing, licensing and maintaining custom software programs, primarily for
Medicare Part B claims.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)
9. 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)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Allan P. Farnell
(Registered agent's signature) (Officer)

Allan P. Farnell, Assistant Secretary

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

ASSISTANT SECRETARY'S CERTIFICATE

I, the undersigned Assistant Secretary of VIPS, INC. (the "Corporation"), do hereby certify that the following Resolution of the Board of Directors of the Corporation, a corporation duly organized and existing under the laws of the State of Maryland, was duly adopted on 8 November, 1995.

RESOLVED, that VIPS, INC., organized and existing in the State of Maryland, hereby adopts the name Viable Information Systems, Inc. for use in Florida.

Dated 8 November 1995



THOMAS A. ROSSI
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIPA, INC.

Director and Officers

| NAME AND TITLE | BUSINESS ADDRESS | RESIDENCE ADDRESS | SOC. SEC. NO. DATE OF BIRTH |
|---|--|--|--------------------------------|
| Oliver W. Marshall Chairman of the Board & Sole Director | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 44 Eagle Rock Way Montclair, New Jersey 07042 | 498-50-8799 7/19/46 |
| Wilson T. Glicks President | One West Pennsylvania Avenue Towson, Maryland 21204 | 2212 Tullon Ridge Road Reisterstown, Maryland 21136 | 216-52-0403 3/25/47 |
| Markon Tarlton Pittard Senior Executive Vice President & Treasurer | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 5597 Trowbridge Drive Dunwoody, Georgia 30318 | 258-56-8455 6/30/39 |
| Randolph L. M. Hutto Senior Executive Vice President, General Counsel & Secretary | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 3609 Kingsboro Road, N.E. Atlanta, Georgia 30319 | 259-72-7939 11/3/48 |
| Raymond A. Emmons Executive Vice President - Finance | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 273 Chasont Wood Way Roswell, Georgia 30076 | 042-38-4783 6/19/50 |
| John C. Walters Executive Vice President & Assistant Secretary | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 4425 Pemberton Cove Alpharetta, Georgia 30202 | 089-32-8702 4/5/40 |
| Lawrence Campbell Vice President & Chief Financial Officers | One West Pennsylvania Avenue Towson, Maryland 21204 | 5101 Bonnie Branch Road Ellicott City, Maryland 21043 | 377-46-6070 1/19/45 |
| Harry W. Hurt Vice President & Assistant Secretary | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 2955 Crosswicks Forest Circle Atlanta, Georgia 30319 | 259-78-2738 2/12/56 |
| Robert Higgins Vice President | One West Pennsylvania Avenue Towson, Maryland 21204 | 9 Edgarwood Court Phoenix, Maryland 21131 | 080-38-1531 5/8/50 |
| Arthur Leher Vice President | One West Pennsylvania Avenue Towson, Maryland 21204 | 6 King Canute Court Owings Mills, Maryland 21117 | 122-36-7143 7/16/49 |
| Jean MacQuarrie Vice President | One West Pennsylvania Ave. Towson, Maryland 21204 | 6349 Beachwood Drive Columbia, Maryland 21046 | 240-80-2382 10/15/48 |
| Jenny Morgan Vice President | One West Pennsylvania Avenue Towson, Maryland 21204 | 7851 Butterfield Drive Elkridge, Maryland 21227 | 044-54-3305 4/12/59 |
| Louisa C. Parker, III Vice President & Assistant Secretary | 5660 New Northside Drive Suite 1400 Atlanta, Georgia 30328 | 8460 Valemont Drive, N.E. Atlanta, Georgia 30324 | 257-68-5170 4/5/45 |

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RECORDS OF STATE
TALLAHASSEE, FLORIDA

Treasurer: _____

Address: _____

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

13. _____

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

14. Harry W. Burt, Vice President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND

400881

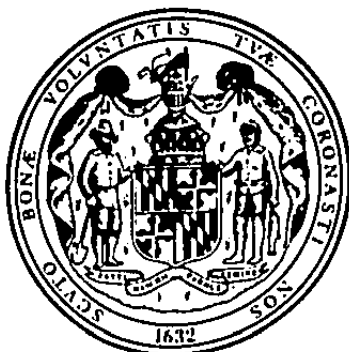
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C. JAMES 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 VIPS, 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 RECIED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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 23RD DAY OF OCTOBER, 1995.

Jacqueline C. James
JACQUELINE C. JAMES
OFFICE SUPERVISOR I

F95000005684

CORPORATION(S) NAME

VIPS, Inc.

| | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CR2E031 (1-89)

PLEASE RETURN EXTRA COPIES
FILE STAMPED

8-1

8/1
W. Howard

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

VIPS, Inc.

(Name of Corporation)

Maryland

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


1 W. Pennsylvania Ave, Ste 700

(Mailing Address)

Towson, Maryland 21204

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

7/30/96

Date

Thomas A. Rossi

Typed or printed name

Assistant Secretary

Title