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TELECOPIER
(404) 522-6409

1500 MARQUIS TWO TOWER
285 PEACHTREE CENTER AVENUE, N.E.
ATLANTA, GEORGIA 30303

(404) 523-5300

THE PERRINS HOUSE
SUITE 200
118 NORTH GADSDEN STREET
TALLAHASSEE, FLORIDA 32301

TELEPHONE
(904) 681-1199
TELECOPIER
(904) 681-1199

December 18, 1995

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 19 PM 2:04

Re: Qualification of Alignis, Inc. to do Business in Florida

Dear Sir or Madame:

To effect the filing of the Application by Foreign Corporation to Transact Business in Florida of Alignis, Inc., a Delaware corporation, we deliver to you herewith the following documents:

1. An original and one copy of the Application by Foreign Corporation to Transact Business in Florida;
2. A Certificate of Good Standing of Alignis, Inc. from the State of Delaware, Office of the Secretary of State; and
3. A check in the amount of \$70.00 payable to the Secretary of State of Florida in payment of the filing fees.

We respectfully request that you file the enclosed Application by Foreign Corporation to Transact Business in Florida and take such other actions as are required by law to effect the qualification of Alignis, Inc. to do business in Florida. Please return to our office a conformed copy of the Certificate of Qualification.

Please notify the undersigned at the above phone number if you have any questions regarding these documents.

Sincerely,



Teresa J. Wilson
Legal Assistant

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Enclosures
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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. Alignis, Inc.
(Name of corporation: 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. September 12, 1994 4. perpetual
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. 12/20/95
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 400 Perimeter Center Terrace, Suite 770, Atlanta, GA 30346-1271
(Current mailing address)
8. Develop and operate medical provider networks and managed care organizations.
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Daniel W. Hollis
Address: 400 Perimeter Center Terrace, Suite 770
Atlanta, Georgia 30346-1271

Vice Chairman: _____
Address: _____

Director: Walter Channing
Address: c/o CW Group
1041 - 3rd Avenue
New York, NY 10021

Director: Christopher D. Illick, Esq.
Address: c/o Oaks Fitzwilliams & Co.
9th Floor, 909 3rd Avenue
New York, NY 10022

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B. Officers:

President: Daniel W. Hollis, President and Chairman
Address: 400 Perimeter Center Terrace, Suite 770
Atlanta, Georgia 30346

Vice President: Daniel W. Hollis
Address: Same as above

Secretary: Daniel W. Hollis
Address: Same as above

Treasurer: Daniel W. Hollis
Address: Same as above

(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: CT Corporation
Office Address: 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.

Registered agent's signature:

Dale Morris
Dale Morris, Asst. Vice President

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.

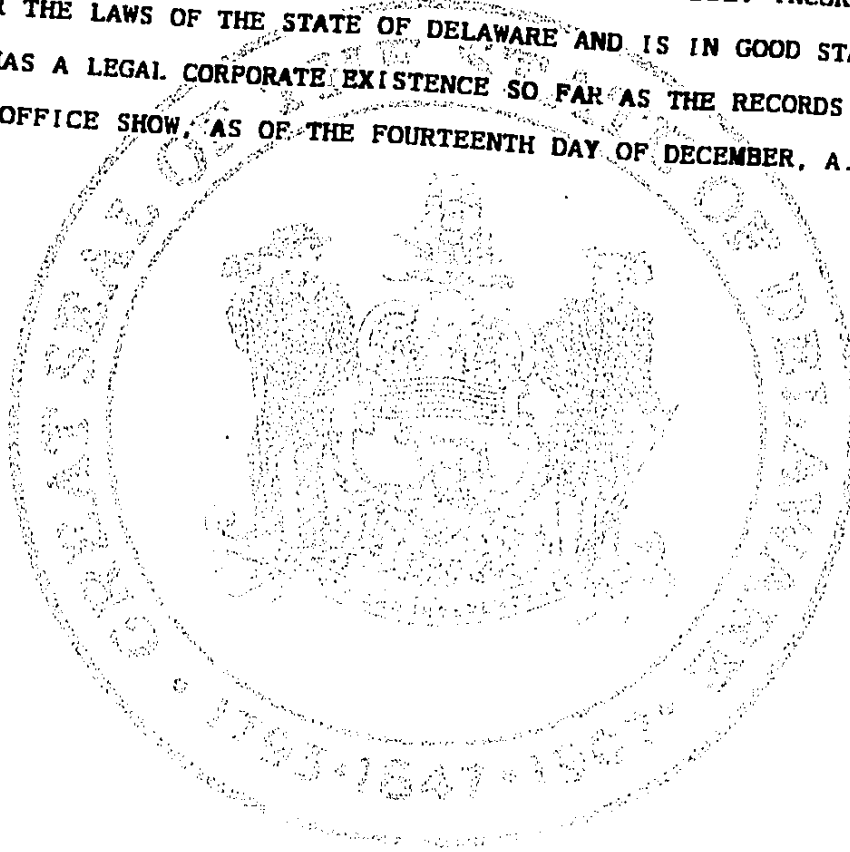
13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Daniel W. Hollis, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALIGNIS, 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 FOURTEENTH DAY OF DECEMBER, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 19 PM 2:04



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7751626

12-14-95

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