

CT CORPORATION SYSTEM

F 96000000437

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Atlanta, GA 30361
Tel. 404 888 7796
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January 22, 1996

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

Re: Coventry Healthcare Management Corporation
Order #: 436299

Gentlemen:

As requested by counsel, we enclose for filing an application for authority 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,

Aimee D. Frink

Aimee D. Frink
Associate Customer Specialist

/ADF

Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Coventry HealthCare Management Corporation

(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. Virginia

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

3. 541564126

(FEI number, if applicable)

4. August 10, 1990

(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 817.156, F.S.))

7. 9881 Mayland Drive, Richmond, Virginia 23285-5603

(Current mailing address)

8. Any lawful act.

(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: Janet Drake

Office Address: 8705 Perimeter Park Blvd., Suite 3

Jacksonville, Florida, 32216

(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.

Janet L. Drake

(Registered agent's signature) (Officer)

Janet L. Drake

(Type Name and Title of Officer)

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: Lawrence N. Kugelman

Address: 53 Century Boulevard, Suite 250
Nashville, Tennessee 37214

Vice Chairman: _____

Address: _____

Director: Richard H. Jones

Address: 53 Century Boulevard, Suite 250
Nashville, Tennessee 37214

Director: Frederick G. Merkel

Address: 2601 Market Place Street
Harrisburg, Pennsylvania 17110-9339

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Shirley R. Smith, Secretary

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

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

**Officers of
Coventry HealthCare Management Corporation**

1. Lawrence N. Kugelman, Chairman and CEO
53 Century Boulevard, Suite 250
Nashville, Tennessee 37214
2. Richard H. Jones, President, CFO and Treasurer
53 Century Boulevard, Suite 250
Nashville, Tennessee 37214
3. Frederick G. Merkel, Executive Vice President
2601 Market Place Street
Harrisburg, Pennsylvania 17110-9339
4. James L. Gore, Vice President
9881 Mayland Drive
Richmond, Virginia 23285-6415
5. Michael F. Neidorff, Vice President
940 West Port Plaza, Suite 300
St. Louis, Missouri 63146
6. Michael Fiaschetti, Vice President
53 Century Boulevard, Suite 250
Nashville, Tennessee 37214
7. Christopher T. Fey, Vice President
8705 Perimeter Park Blvd. Ste 3
Jacksonville, Florida 32216
8. Robert W. Shryock, Vice President
8705 Perimeter Park Blvd., Ste 3
Jacksonville, Florida 32216
9. Shirley R. Smith, Secretary
53 Century Blvd., Suite 250
Nashville, Tennessee 37214
10. Eileen Walter, Assistant Secretary
53 Century Boulevard, Suite 250
Nashville, Tennessee 37214

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

Coventry Healthcare Management Corporation is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is August 10, 1990.

Nothing more is hereby certified.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Signed and Sealed at Richmond
on this Date: January 17, 1996

William J. Bridge
William J. Bridge, Clerk of the Commission