

F96000001081

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

1-800-352-7777
1-904-636-6000
***** 7 ***** 77

SUBJECT: CONSOLIDATED GROUP, INC.
(Name of corporation)

Dear Sir or Madam:

WMS 24316

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:

GARY LITSHEN, ACCOUNTING MANAGER
(Name of Person)
CONSOLIDATED GROUP, INC.
(Firm/Company)
P. O. BOX 1628
15 PLEASANT STREET CONNECTOR
(Address)
WASHINGTON, MA 01701 - 1628
(City, State and Zip Code)

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

GARY LITSHEN at (808) 1-620-1100 x 2416
(Name of Person) Area Code & Daytime Telephone Number

SEEN TO BE IN 1992
DIVISION OF CORPORATIONS
6745 117 8249

COURIER ADDRESS:

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

MAILING ADDRESS:

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



Consolidated Group

Your benefits partner

December 7, 1995

State of Florida
Secretary of State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32318

Re: Certificate of Status

To whom it may concern:

We, Consolidated Group, Inc., request a Certificate of Good Standing for documentation needed to complete our TPA application filing with your state.

Enclosed is a Certificate of Good Standing from the state of Massachusetts, in which we are incorporated.

Please send the Florida Certificate of Status to the attention of Carol H. Reynolds /Gary Lefshin. Enclosed is a check for \$43.75, to cover the cost of filing (\$35.00) and for a certificate (\$8.75). We understand that the additional \$35.00 fee is not necessary when the Florida Insurance Commissioner is the registered agent.

Please call me at 1-800-451-8000, Ext. 2637, should there be any questions. Thank you for your assistance in this matter.

Sincerely,


Carol H. Reynolds
for Gary Lefshin
Accounting Manager



FLORIDA DEPARTMENT OF STATE
Sandra H. Myrthum
Secretary of State

December 13, 1995

GAROL H. REYNOLDS/GARY LIFSHIN
CONSOLIDATED GROUP, INC. (PO BOX 1428)
15 PLEASANT STREET CONNECTOR
FRAMINGHAM, MA 01701-1428

SUBJECT: CONSOLIDATED GROUP, INC.
Ref. Number: W95000024316

We have received your document for CONSOLIDATED GROUP, INC. and your check(s) totaling \$43.75. 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 document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 437-6953.

Lee Rivers
Document Examiner

Letter Number: 595A00053969



Consolidated Group

your benefits partner

February 20, 1996

Florida Department of State
Division of Corporations
Lee Rivers, Document Examiner
P. O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Authority
Your letter #595A00053969

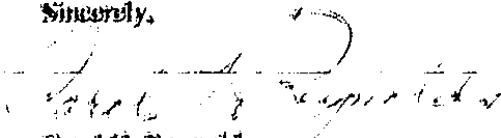
Dear Mr. Rivers:

Enclosed is the resolution by the Board of Directors approving a *dba* name for use in Florida, as you had advised that our chartered name is in use in Florida, and a copy of your original letter. In addition, please find the original application for which you have received a check.

In our conversation last week, I indicated that Consolidated Group, Inc. would like to pursue using the chartered name as soon as the time period has passed (August 1996) for the holding of that name for the dissolved company. We would appreciate receiving forms to make the amendment.

Please contact me at 508-620-1000, extension 2637, or at the address below, should you need clarification or additional information.

Sincerely,

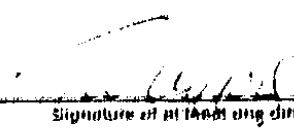

Carol H. Reynolds
for Gary Lifshin
Accounting Manager

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned TIMOTHY T. CLIFFORD, do hereby certify that this Resolution of the Board of Directors of CONSOLIDATED GROUP, INC., a corporation duly organized and existing under the laws of the State of MASSACHUSETTS, was duly adopted on January 16, 1996.

Resolved, that CONSOLIDATED GROUP, INC., organized and existing in the State of MASSACHUSETTS, hereby adopts the name CGI INSURANCE ADMINISTRATORS, INC. for use in Florida.

Dated: January 16, 1996



Signature of at least one director
PRESIDENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 18 4 24 PM '96

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. CONSOLIDATED GROUP, 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. MASSACHUSETTS 3. 04-2849029
(State or country under the law of which it is incorporated) (F.E.I. number, if applicable)
4. JANUARY 1, 1985 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetuity)
6. MARCH 1, 1996 (ANTICIPATED)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
15 PLEASANT STREET CONNECTOR
7. P. O. BOX 1428
PRAMINGHAM, MA 01701 - 1428
(Current mailing address)

RECEIVED
DIVISION OF CORPORATIONS
JAN 14 1985

8. Provide all manner of insurance administration and other related or unrelated business lawfully carried on as organized under the laws of Massachusetts...
(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: Insurance Commissioner

Office Address: Capitol

Tallahassee

Florida, 32399-0300

(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.

Insurance Commissioner

(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:

A. DIRECTORS PLEASE SEE ATTACHED LIST

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

67 MAY 16 1969

OFFICERS

President: _____

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.

RONALD E. FITCH, EXECUTIVE VICE PRESIDENT AND CFO
(Typed or printed name and capacity of person signing application)



Consolidated Group

Your benefits partner

November 30, 1995

OFFICERS and addresses

CONSOLIDATED GROUP, INC.

Holyoke J. Whitney 28 Forest St. Sherborn, MA 01761	Chairman
Woolsey N. Conover 1 Claybrook Rd. Dover, MA 02030	Vice Chairman
James F. Carlin 619 Washington St., Unit D Wellesley, MA 02181	Vice Chairman
John C. Naramore Rt 117 Sugarhill, NH 03585	Vice Chairman
Michael V. Clark 28 Knollwood Dr. Dover, MA 02030	Vice Chairman
David H. Knight P. O. Box 478 Portsmouth, NH 03802-0478	Vice Chairman
Timothy T. Clifford 41 Rolling Meadow Dr. Holliston, MA 01746	President & CEO

FILED
SECTION OF STATE
DIVISION OF CORPORATIONS
56 MAR - 4 AM 9:49



**Consolidated
Group**

Your benefits partner

Page 2

Officers and addresses

CONSOLIDATED GROUP, INC.

Charles W. Berry 17 Ringbolt Rd. Hingham, MA 02043	Exec. Vice President, and Clerk
Donald R. Fitch 24 Pinaurel Lane Ashland, MA 01721	Exec. Vice President & CFO
Arthur J. Schultz 22 Clark Road Kingston, NJ	Exec. Vice President & COO
Paul L. Gaudillot 39 Sheridan Rd. Wellesley, MA 02181	Vice President
Richard P. Gallagher 24 Elizabeth Way Easton, MA 02356	Vice President
Richard J. Lothrop 1 Brick Pond Way Pepperell, MA 01463	Vice President
Robert T. Barry 23 Jefferson Rd. Franklin, MA 02038	Vice President
Howard C. Pearce 37 Monument St. Wenham, MA 01784	Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
676 RT 1-874 36



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02199

November 15, 1998

TO WHOM IT MAY CONCERN:

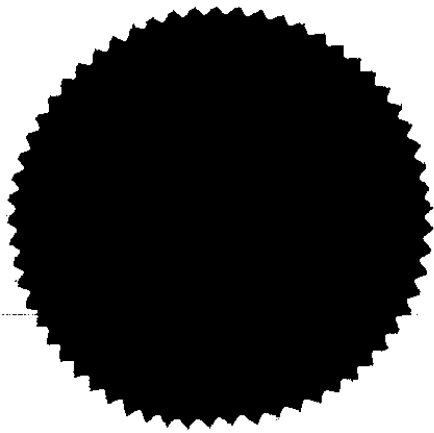
I hereby certify that according to the records of this office

Consolidated Group, Inc.

is a domestic corporation organized on January 1, 1988, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 104 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 16 1998



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.



**Consolidated
Group**

Your benefits partner

F960000001081

August 16, 1996

Florida Department of State
Division of Corporations
Thelma Lewis
Corporate Specialist Supervisor
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
AUG 22 1996

Re: Consolidated Group, Inc. d/b/a
CGL Insurance Administrators, Inc., Ref. Number F96000001081

Dear Ms. Lewis:

Thank you for your letter of August 2, 1996, and your assistance by phone on August 14.

Enclosed is the notarized affidavit signed by the President of Consolidated Group, Inc. certifying the list of officers, dated July 1, 1996, and previously sent on July 22, 1996.

Please contact me at 908-620-1000, extension 2637, or Gary Latham at extension 2616, should you need additional information.

Sincerely,

Carol H. Reynolds
Carol H. Reynolds
for Gary H. Latham
Group Accounting Manager

Atty General
Charles
Aug 24 1996
RECEIVED
STATE DEPT
Aug 24 1996



Consolidated Group

Join benefits practice

July 27, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Consolidated Group, Inc.
FIDM 04.280023, Document #196000001081
Notice of Material Change in Ownership

To whom it may concern:

Consolidated Group, Inc., a Massachusetts Corporation ("CGI"), is registered in the State of Florida to transact business under the applicable statutes of the State of Florida. Please accept this as notice of a material change of ownership in Consolidated Group, Inc.

As of July 1, 1996, HealthPlan Services, Inc., a Florida corporation ("HPS"), publicly traded on the NYSE, purchased all of the outstanding shares of capital stock of CGI from the owners. CGI is continuing to operate as a wholly owned subsidiary under its own Federal Employer Identification Number.

Attached is a list of the current Directors and officers of CGI including addresses and social security numbers.

Please contact Carol Reynolds at the address below, or by telephone at 508-620-1000, extension 2637, should you need additional information.

Sincerely,

Cary H. Lofshin
Accounting Manager



FLORIDA DEPARTMENT OF STATE
Randall B. Mottishaw
Secretary of State

August 2, 1990

GARY H. LIFSHIN
CONSOLIDATED GROUP, INC.
P. O. BOX 9191
FRAMINGHAM, MA 01701-9191

SUBJECT: CGI INSURANCE ADMINISTRATORS, INC.
Ref. Number: F90000001081

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change officers and directors, please submit a notarized affidavit signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers. The filing fee is \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 196A00037111



**Consolidated
Group**

Your benefits partner

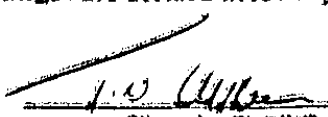
August 16, 1996

AFFIDAVIT

Re Consolidated Group, Inc. (d/b/a CG) Insurance Administrators, Inc.
[Document number 19600000108] Certificate issued March 4, 1996

To whom it may concern:

I, President and Chief Executive Officer of Consolidated Group, Inc., being first duly sworn, certify that the enclosed list of officers of Consolidated Group, Inc. dated July 1, 1996, is the true list of officers as of that date and going forward, until future changes are deemed necessary.


Timothy T. Clifford
President

Subscribed and sworn to before me this 19th day of August 1996

(Seal)


Signature of Notary Public

My appointment or commission expires

5/8/03



Consolidated Group

Your benefits partner

July 1, 1996

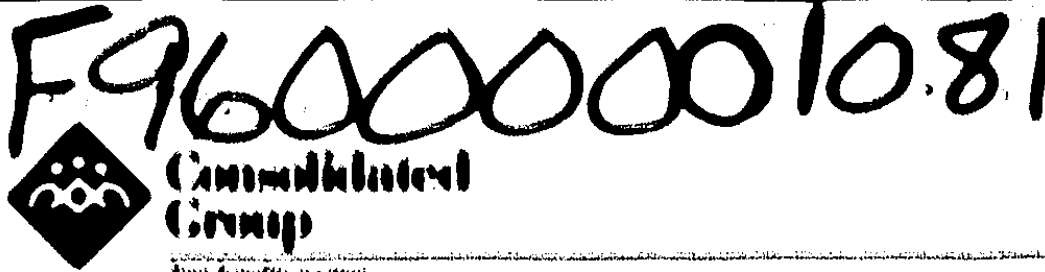
CONSOLIDATED GROUP, INC.

DIRECTORS:	Soc. Sec. #	Home Address
William L. Bonnett	347-42-4652	24 Stone Hill Rd., Bedford, NY 10506
James K. Murray, III	263-65-5682	4421 W. Clear Ave., Tampa, FL 33629
Timothy T. Clifford	043-40-6704	41 Rolling Meadow Dr., Holliston, MA 01746
James K. Murray, II	234-52-1781	1901 Holly Lane, Tampa, FL 33629
Nancy Kane	290-44-0182	30 Hawthorne Ave., Newton, MA 02166
Richard M. Bresee	184-36-4146	408 Apache Trail, Brandon, FL 33511
Charles W. Berry	033-30-9307	17 Ringrock Rd., Hingham, MA 02043
Arthur T. Schultz	017-42-5710	22 Clark Rd., Kingston, NH

OFFICERS:

*Address and Social Security Number above

	Title and Home Address	Soc. Sec. #
Timothy T. Clifford*	President, CEO, & Chairman	
Donald R. Fitch	Exec. Vice President & CFO 9 Davis Rd., Southboro, MA 01772	033-50-4040
Charles W. Berry*	Exec. Vice President, and Clerk	
Arthur T. Schultz*	Exec. Vice President, and COO	
James K. Murray, III*	Exec. Vice President	
Mary Fahy	Asst. Clerk 106 25th Avenue N.E. St. Petersburg, FL 33704	034-40-9825



August 12, 1996

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

11000001081
08/12/96--01000--011
*****43,75 *****43,75

Re: Amendment to change name of Consolidated Group, Inc., d/b/a
CSI Insurance Administrators, Inc., to Consolidated Group, Inc.

To Whom it may concern:

Enclosed is an amendment to change the above corporation to be Consolidated Group, Inc. Lee Rivers, Document Examiner, had advised us in March, 1996, when we originally applied, that our name was in use by a Florida Corporation, although this corporations authority had been revoked last August 25, 1995 for its not having filed an annual report.

As of the first week of August 1996, that corporation had not filed its annual report. Therefore, we would like to amend our original filing to adopt our incorporated name of Consolidated Group, Inc., (our name for 25 years).

Enclosed is a check for \$43.75, a \$35.00 filing fee and an additional \$8.75 fee for a Certificate of Status under this new name.

Please contact me at 1-508-620-1000, extension 2637 should you need additional information.

W96-17289

Sincerely,

Carol H. Reynolds
Carol H. Reynolds
for Gary H. Latham
Group Accounting Manager

Drugging D/B/A
SP 9/30/96



FLORIDA DEPARTMENT OF STATE
Randall H. McPherson
Secretary of State

August 20, 1996

CAROL H. REYNOLDS
CONSOLIDATED GROUP, INC.
P.O. BOX 9191
Framingham, MA 01701-9191

SUBJECT: CGI INSURANCE ADMINISTRATORS, INC.
Ref. Number: F96000001081

We have received your document for CGI INSURANCE ADMINISTRATORS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If a foreign corporation has adopted an alternate name for transacting business in Florida and desires to drop that alternate name, a resolution of its board of directors should be filed dropping the alternate name. The resolution should be signed by the chairman or vice chairman of the board, president or any other officer.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 496A00039557



Consolidated Group

that benefits further

August 27, 1996

FILED
AUG 30 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DROPPING ALTERNATE NAME

Florida Department of State
Division of Corporations
Susan Payne
P.O. Box 6327
Tallahassee, FL 32314

Attn: Susan Payne

Re: Consolidated Group, Inc., d/b/a CCI Insurance Administrators, Inc.

Dear Ms Payne:

Thank you for your assistance in the matter of using our incorporated name. Consolidated Group, Inc. d/b/a CCI Insurance Administrators, Inc. holds a Certificate of authority in the State of Florida. The corporation, Consolidated Group, Inc. of Massachusetts wishes to do business in Florida in the name in which it was incorporated in Massachusetts - Consolidated Group, Inc.

Our original application for authority was in our corporate name. We were notified that this name was taken by a Florida corporation, and that we must choose another name. The Florida corporation's authority had been revoked at that time (as of August 25, 1995), for not having filed an annual report. We were advised that the name would be held for one year from that date.

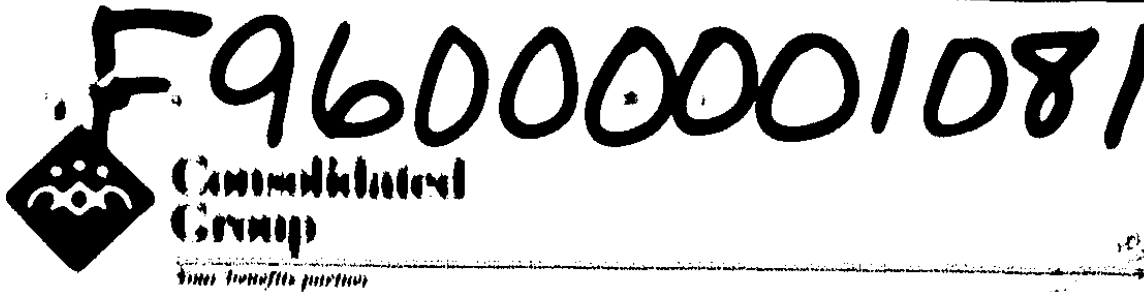
We understand that the name "Consolidated Group, Inc." has now become available, and we wish to conduct business in this name. Please consider our request and notify us of the action taken.

Previously we had enclosed a check for \$43.75, for a \$35.00 Filing Fee and an additional \$8.75 fee for a Certificate of Status under this new name.

Please contact Carol H. Reynolds at 1-508-620-1000, extension 2637, should you need additional information.

Sincerely,

Timothy J. Clifford
Director, President and CEO



January 24, 1987

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

01/24/87 11:58 PM
01/24/87 11:58 PM
**** 20, 00 **** 35, 00

Re: Consolidated Group Claims, Inc.
Consolidated Group, Inc.
Merger and Name Change

To Whom It May Concern:

This letter is to notify your department of the merger of the above two affiliated Massachusetts corporations. Consolidated Group Claims, Inc. and its FIDM 04-2777918 is the surviving corporation with a change of name to Consolidated Group, Inc. This merger was effective 12/31/87 at 11:58 PM.

Enclosed is the Application for Amended Certificate of Authority for name change of Consolidated Group Claims, Inc. to Consolidated Group, Inc. and Certificate of Merger and Name Change. In addition, please find the Application By Foreign Corporation for Withdrawal of Authority to Transact Business in Florida for the "old" Consolidated Group, Inc., and a check for \$70.00, \$35.00 for each transaction.

Should you need additional information, please contact me at 508-620-4000, extension 2627, or at the address below; however please use P. O. Box 1428 which is area specific.

Sincerely,


Carol H. Reynolds
Finance & Compliance Department

Withdn.

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

CONSOLIDATED GROUP, INC.
(Name of Corporation)

MASSACHUSETTS
(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.

15 Pleasant Street, Connecticut, P. O. Box 1428
(Mailing Address)

Framingham, MA 01701 - 1428
(City/State/Zip)

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

Charles H. Berry
Signature

Executive Vice Pres. & Clerk
Title

Charles H. Berry
Typed or printed name

Date