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C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

800001933338  
-08/27/96--01120--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

*Phico Services Company*

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit             | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> CUS                    |   |
| <input type="checkbox"/> Limited Liability Partnership |   |   |
| <input type="checkbox"/> Certified Copy                |   |   |
| <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 type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

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*8/27/96*

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA

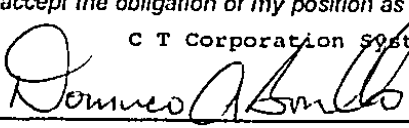
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. PHICO Services Company  
(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. Pennsylvania  
(State or country under the law of which it is incorporated)
3. 23-2181528  
(FEI number, if applicable)
4. May 4, 1981  
(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. One PHICO Drive, P.O. Box 2005, Mechanicsburg, Pennsylvania  
17055-0705  
(Current mailing address)
8. See attached purpose clause  
(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

  
(Registered agent's signature) (Officer)

Domenic A. Borriello, Assistant Secretary

(Type Name and Title of Officer)

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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: \_\_\_\_\_  
\_\_\_\_\_

**PHICO SERVICES COMPANY  
OFFICERS' HOME ADDRESSES**

Richard J. Agostini, President and Chief Executive Officer  
1019 Tunbridge Lane  
Mechanicsburg, PA 17055

Bruce A. Yarger, Senior Vice President and Chief Operating Officer  
2410 Rye Circle  
Mechanicsburg, PA 17055

Robert E. Curry, Vice President  
29 Wineberry Drive  
Mechanicsburg, PA 17055

James L. DeSalle, Treasurer  
21 Windsor Way  
Camp Hill, PA 17011

Ellen L. Myers, Secretary  
15 Laurel Oak Drive  
Boiling Springs, PA 17007

Business Address and Phone Number for all officers above follows:

PHICO Services Company  
One PHICO Drive  
P. O. Box 2005  
Mechanicsburg, PA 17055-0705

Phone: (717) 691-1600

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**PHICO SERVICES COMPANY  
BOARD OF DIRECTORS**


<u>Directors Name/Title</u>	<u>Home Address</u>	<u>Date Appointed</u>
Donald R. Creamer	1608 James Road Williamsport, PA 17701	January 1, 1996
Robert S. Damerjian	733 Willow Grove Avenue Glenside, PA 19038	January 1, 1996
Robert L. Fletcher	625 Twin Pine Road Pittsburgh, PA 15215	January 1, 1996
Kevin P. Kearns	99 Fairfax Road Pittsburgh, PA 15221	January 1, 1996
Robert F. Nation	14 Meadowbrook Lane Elizabethtown, PA 17022	January 1, 1996
Rocco A. Ortenzio	3428 Lisburn Road Mechanicsburg, PA 17055	January 1, 1996
John A. Russell	48 Laurel Ridge Road Hershey, PA 17033	January 1, 1996
Carolyn F. Scanlan	5 Marlon Court Hummelstown, PA 17036	January 1, 1996
Donald W. Spaulding	402 Maple Lane Sewickley, PA 15143	January 1, 1996
Maynard R. Stuft	1208 E. Powderhorn Road Mechanicsburg, PA 17055	January 1, 1996
David L. Tressler, Sr.	25 Oakford Glen Clarke Summit, PA 18411	January 1, 1996

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. Ellen L. Myers, 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

**Purpose Clause of  
PHICO Services Company**

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To excel as a high-quality, customer-focused provider of risk transfer and risk financing products and services to health-care providers and other organizations.

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COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

AUGUST 21, 1996

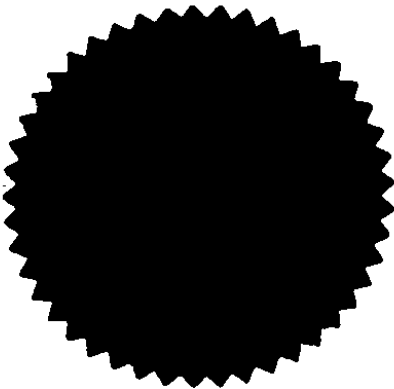
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT

PHICO SERVICES COMPANY

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.

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IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

A handwritten signature in cursive script, reading "Joseph E. Kordina".

Secretary of the Commonwealth

SWAL