

F96000004512

JAMES L. FELDESMAN*
 MARINA S. TUCKER*
 JUDY ELINE C. LEIFER*
 EUGENE H. FIDELL*
 M. M. HANK*
 PAMELA D. FOMMER*
 MARY S. PENCE*
 JONATHAN M. DANA*
 MARTHA J. MCQUADE**
 ROGER A. SCHWARTZ*
 RUTH GOODMAN

*ADMITTED IN MARYLAND
 **ADMITTED IN VIRGINIA
 *NOT ADMITTED IN D.C.

FELDESMAN, TUCKER, LEIFER, FIDELL & BANK
 ATTORNEYS AT LAW
 2000 H STREET, N.W.
 THIRD FLOOR
 WASHINGTON, D.C. 20036-4910
 (202) 466-8960
 TELEFAX (202) 843-6103

ONE CHURCH STREET
 SUITE 800
 ROCKVILLE, MARYLAND 20850
 (301) 870-6770

2009 H 14TH STREET
 SUITE 610
 ARLINGTON, VIRGINIA 22201
 (703) 641-0847

KAREN BURKE
 ROBIN A. CLARK*
 NANCY L. EVERT
 MICHAEL B. GLOMB*
 TANYA A. HARVEY**
 BRUCE F. HOFFMANN*
 GARNETT L. LEE**
 MARGARET J. MCKINNEY
 DEBORAH L. POLLOCK
 JENNIFER P. ROSENBERG*
 NANCY J. BARDESON*
 DAVID P. BHELDON*
 KELLY A. SWEENEY**
 LISA V. TERRY**
 MELISSA M. THOMPSON*
 EDWARD T. WATERS*

August 15, 1996

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

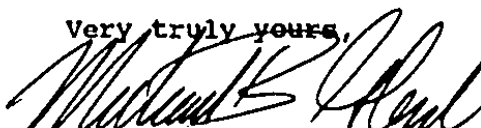
2429 W96-17616
 000001937957
 -03/04/96--01058--001
 *****70.00 *****70.00

Re: Managed Care Assistance Corporation, Inc.

Dear Sir or Madam:

Please find enclosed Managed Care Assistance Corporation's Application to Transact Business in Florida and a check in the amount of \$70.00 for the filing fee. Please date stamp the enclosed copy and return in the enclosed self-addressed envelope.

Very truly yours,



Michael B. Glomb

Enclosures
 cc: Susan Moore
 MBG:lhf

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 *****200.00 *****200.00

FILED
 96 Sept 4 PM 9:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1996

MICHAEL B. GLOMB
FELDESMAN, TUCKER, LEIFER, FIDELL & BANK
2001 L ST NW 3RD FLR
WASHINGTON, DC 20036-4910

SUBJECT: MANAGED CARE ASSISTANCE CORPORATION, INC.
Ref. Number: W96000017616

We have received your document for MANAGED CARE ASSISTANCE CORPORATION, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$200.00.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 996A00039841

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. Managed Care Assistance Corporation, 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. District of Columbia 3. 52-1917801
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 27, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155))
7. 1203 Governor Square Boulevard, Suite 302
Tallahassee, FL 32301
(Current mailing address)
8. Development and management of managed health care organizations;
exercise corporate powers authorized under D.C. law.
(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: Susan Moore
Office Address: 1203 Governor Square Boulevard, Suite 302
Tallahassee, Florida, 32301
(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.

By: Susan A. Moore
(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

Chairman: Francisco L. Castillon, MPA

Address: 2463 Elm Street

Live Oak, CA 25953

Director: Janice DuBose

Health Services, Inc.

Address: 1000 Adams Ave., P.O. Drawer 70365

Montgomery, AL 36107-0365

Director: Roland Gardner

Beaufort-Jasper Comprehensive Health Services

Address: Box 357 Hwy 170

Ridgeland, SC 29936

Carole Morris

Director: Mount Vernon Neighborhood Health Center

107 West Fourth Street

Address: Mount Vernon, NY 10550

(See Attached Sheet)

B. OFFICERS

Chairman: Francisco L. Castillon, MPA

2463 Elm Street

Address: Live Oak, CA 25953

Vice President: _____

Address: _____

Secretary: Janice DuBose

Health Services, Inc.

Address: 1000 Adams Ave., P.O. Drawer 70365

Montgomery, AL 36107-0365

Treasurer: Roland Gardner

Beaufort-Jasper Comprehensive Health Services

Address: Box 357 Hwy 170

Ridgeland, SC 29936

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13.

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

14.

Francisco L. Castillon, Chairman

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

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **27TH** day of **DECEMBER**, 1994, Articles of Incorporation of:

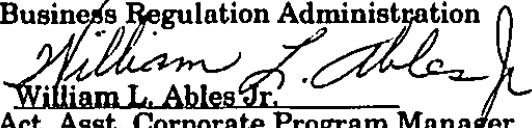
**MANAGED CARE ASSISTANCE CORPORATION,
INC.**

WE FURTHER CERTIFY that the above named corporation is in Good Standing and is duly incorporated and existing according to the records of the Corporations Division, having filed all annual reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **25TH** day of **JULY** 1996.

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration


William L. Ables Jr.
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED