

August 17, 1999

Florida Department of State  
Bureau of Commercial Recording  
409 E. Gaines St.  
Tallahassee, FL 32301

## RE: Filing of Foreign Qualification

Dear Sir or Madam,

Please file the enclosed application for a certificate of authority for a foreign corporation for **ProVantage Prescription Benefit Management Services, Inc.** I have enclosed the application, certificate of good standing and filing fee (\$35.00) for the corporation being qualified. I have also enclosed a check for \$35.00 for designation of a Registered Agent.

Thank you for your assistance in this matter. If you have any questions or require further information regarding the enclosed application, please call me at (414) 496-4899.

Sincerely,

Melanie Kuche

**Melanie Luchs**  
Paralegal

cc: Richard D. Schepp

**Enclosure**

FILED  
05 SEP 11 PM 1:24  
SECRET  
TALLAHASSEE, FLORIDA

70000194494  
-09/11/96--D1085--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

700001944947  
-09/11/96--01085--002  
\*\*\*\*35.00 \*\*\*\*35.00



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. ProVantage Prescription Benefit Management Services, 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. Minnesota  
(State or country under the law of which it is incorporated)
3. 39-1821414  
(FEI number, if applicable)
4. May 15, 1995  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.56, F.S.))
7. 700 Pilgrim Way, P.O. Box 19060  
Green Bay WI 54307-9060  
(Current mailing address)
8. Prescription benefits management  
(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 obligations of my position as registered agent.*

C T CORPORATION SYSTEM

James M. Haplin  
(Registered agent's signature) (Officer)

James M. Haplin, Asst. Secy.  
(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 - [See attached]

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS - [See attached]

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. Richard D. Schepp, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ProVantage Prescription Benefit Management Services, Inc.**

**Directors**

<u>Director</u>	<u>Address</u>
Dale P. Kramer, Chairman of the Board	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Jeffrey A. Jones	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Michael J. Bettiga	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Kevin L. Brandenburg	13555 Bishops Court, Suite #230 Brookfield, WI 53005
Joseph A. Coffini	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Richard D. Schepp	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ProVantage Prescription Benefit Management Services, Inc.**

**Officers**

<u>Officer</u>	<u>Address</u>
Dale P. Kramer, President	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Jeffrey A. Jones, Chief Financial Officer	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Michael J. Bettiga, Senior Vice President	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Kevin L. Brandenburg, Vice President	13555 Bishops Court, Suite #230 Brookfield, WI 53005
David K. Jewell, Vice President	13555 Bishops Court, Suite #230 Brookfield, WI 53005
Nicholas G. Avgoulas, Vice President	13555 Bishops Court, Suite #230 Brookfield, WI 53005
Joseph A. Coffini, Vice President	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Lawrence J. Clark, Treasurer	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060
Richard D. Schepp, Secretary	700 Pilgrim Way P.O. Box 19060 Green Bay, WI 54307-9060

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SECRETARY  
TALLASSEE, FLORIDA

# State of Minnesota

## SECRETARY OF STATE

### Certificate of Good Standing

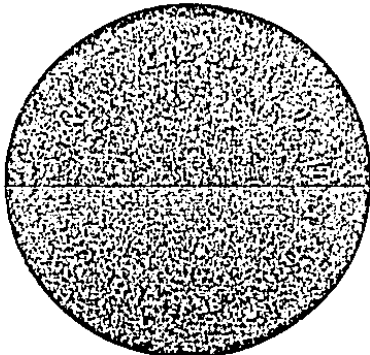
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: ProVantage Prescription Benefit Management Services, Inc.

Date Formed: 05/15/1995

Chapter Governed By: 302A

This certificate has been issued on 08/12/96.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Joan Anderson Grove*  
Secretary of State.