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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-10/23/96--01029--010
****122.50 ****122.50

SUBJECT: Oxford Health Plans, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

John F. Black III
(Name of Person)
Meridian Consulting, Inc.
(Firm/Company)
2874-A Remington Green Circle
(Address)
Tallahassee, FL 32308
(City, State and Zip Code)

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

John F. Black III at (904) 386 - 9898
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

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

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96 OCT 23 AM 11:16
DIVISION OF CORPORATIONS
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 AM 11:24
10/23
WILL WAIT

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Oxford Health Plans, 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. Delaware
(State or country under the law of which it is incorporated)
3. 06-1118515
(FEI number, if applicable)
4. September 20, 1984
(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 617.155, F.S.)
7. 800 Connecticut Ave.
Norwalk, CT 06854
(Current mailing address)
8. Third party administrator services
(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)

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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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stephen F. Wiggins

Address: 800 Connecticut Ave, Norwalk, C.T. 06854

Vice Chairman: None

Address: _____

Director: See Attached List

Address: _____

Director: See Attached List

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: William M. Sullivan

Address: 800 Connecticut Ave, Norwalk, C.T. 06854

Vice President: See Attached List

Address: _____

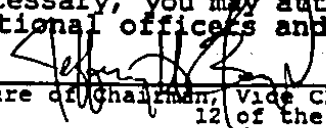
Secretary: Jeffery H. Boyd

Address: 800 Connecticut Ave, Norwalk, C.T. 06854

Treasurer: None

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. Jeffery H. Boyd, Exec. VP & General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

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Oxford Health Plans, Inc.
800 Connecticut Ave
Norwalk, CT 06854

Directors:

Stephen F. Wiggins
Robert Milligan
Frederick Nazem
Marcia Radozevich, Ph.D.
Benjamin Safirstein, M.D.
Thomas Scully

Officers:

Stephen F. Wiggins
Jeffery H. Boyd
Robert Mark Smoler
David B. Snow
William M. Sullivan
Paul Edwin Ricker
Andrew B. Cassidy
John P. Driscoll
Eugene W. Huang
David Finkel
Frank Medici, M.D.
Brendan Shanahan
Jay Leon Silverstein
Thomas A. Travers, D.D.S.
Jeanne Delia Wisniewski

CEO
Exec. V.P., Secretary
Exec. V.P. Operations
Exec. V.P.
President
Chief Information Officer
Chief Financial Officer
V.P. Medicaid
V.P. Medicare
V.P. Operations
V.P. Medical Affairs
V.P. & Controller
V.P. Marketing
V.P. Medical Delivery
V.P. Human Resources

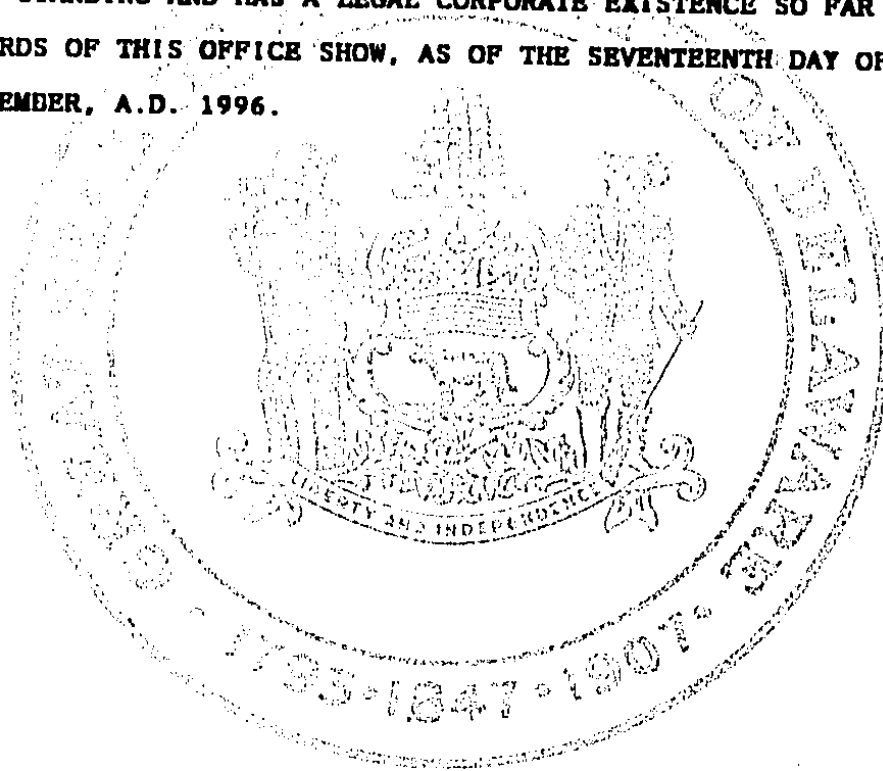
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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OXFORD HEALTH PLANS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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