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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Accountable 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:

Lee Ann Ness
(Name of Person)
American Medical Security, Inc.
(Firm/Company)
3100 AMS Boulevard
(Address)
Green Bay, WI 54313
(City, State and Zip Code)

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DIVISION OF CORPORATIONS

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

Lee Ann Ness at (920) 661 - 3246
(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

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. Accountable 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. Texas
(State or country under the law of which it is incorporated)

3. 75-2540180
(FEI number, if applicable)

4. May 17, 1993
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 1997 or later
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 600 Six Flags Drive, Suite 200
Arlington, TX 76011
(Current mailing address)

8. The transaction of any or all lawful activity for which corporations may be incorporated
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
under the laws of the State of Florida, as they may be amended from time to time.

9. Name and street address of Florida registered agent:


Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.


(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Mark R. Minsloff
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Mark R. Minsloff, President
(Typed or printed name and capacity of person signing application)

Exhibit A

Accountable Health Plans, Inc.

A. Directors.

Edward R. Skoldberg
3100 AMS Boulevard
Green Bay, WI 54313

Mark R. Minsloff
3100 AMS Boulevard
Green Bay, WI 54313

Samuel V. Miller
3100 AMS Boulevard
Green Bay, WI 54313

Timothy J. Moore
3100 AMS Boulevard
Green Bay, WI 54313

B. Officers.

President	Mark R. Minsloff 3100 AMS Boulevard Green Bay, WI 54313
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Executive Vice President, COO	Lovie Pollinger 600 Six Flags Drive Suite 200 Arlington, TX 76011
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Vice President - Business Development	Kelli Couch 600 Six Flags Drive Suite 200 Arlington, TX 76011
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Vice President - Operations	Michelle Jennings 600 Six Flags Drive Suite 200 Arlington, TX 76011
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Secretary

Timothy J. Moore
3100 AMS Boulevard
Green Bay, WI 54313

Treasurer

Timothy L. Day
3100 AMS Boulevard
Green Bay, WI 54313

Assistant Secretary

Julie A. Dubey
3100 AMS Boulevard
Green Bay, WI 54313

Assistant Treasurer

James E. Prochnow
3100 AMS Boulevard
Green Bay, WI 54313

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

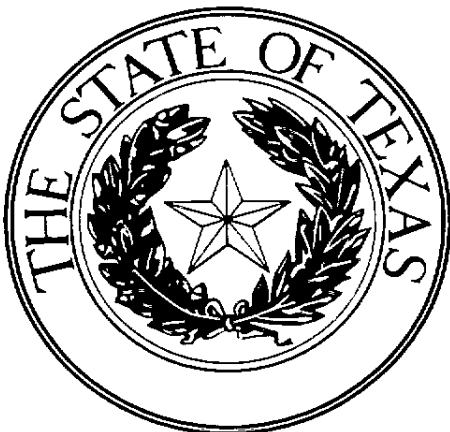
ACCOUNTABLE HEALTH PLANS, INC.
CHARTER NO. 1271652

were filed in this office and a certificate of incorporation was issued on
MAY 17, 1993;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 11, 1997.*



1087.

Antonio O. Garza, Jr.
Secretary of State

BAM