

F97000006398

1633 Broadway
New York, NY 10019
Tel. 212 479 8220
Fax 212 247 2882

December 1, 1997

Re: Berkley Care Network, Inc.

Counsel: David A. Rome, Esq.
C/o Berkley Care Network, Inc.
195 Scott Swamp Road
Farmington, CT 06034-4012

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Dear Sir/Madam:

As requested by counsel, we enclose for filing the following documents:

Duplicate originals of Application by Foreign Corporation for Authorization to Transact Business in Florida with a certificate of Good Standing and our check for the appropriate filing and certification fee.

Please file the enclosed documents on an EXPEDITED basis. Return evidence of the filing to the undersigned in the enclosed post-paid envelope.

If you have any questions, or there is a reason this document cannot be effected promptly, please notify this office of the details by calling our toll free number 800-522-5183.

Very truly yours,


Cathy Leach
Customer Specialist

/cl

Enclosure(s)

Via Federal Express

Corporate Records Bureau
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Berkley Care Network, 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. North Carolina 3. 56-1917323
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 5, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, (S.))
7. 5-E Oak Branch Drive
Greensboro, NC 27407
(Current mailing address)
8. Managed care services, workers' compensation and insurance-related 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: C T CORPORATION SYSTEM

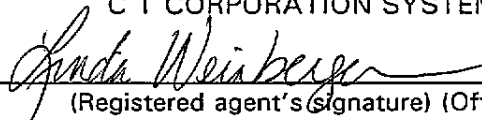
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

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



(Registered agent's signature) (Officer)

Linda Weinberger, Assistant Secretary

(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

Chairman: Jennifer C. Smith

Address: 5-E Oak Branch Drive
Greensboro, NC 27407

Vice Chairman: _____

Address: _____

Director: Anthony J. Del Tufo

Address: 165 Mason Street
Greenwich, CT 06830

Director: H. Raymond Lankford, Jr.

Address: 165 Mason Street
Greenwich, CT 06830

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B. OFFICERS

President: Jennifer C. Smith

Address: 5-E Oak Branch Drive
Greensboro, NC 27407

Dir., Medical Management ---

~~Vice President~~ Beverly Brockschmidt

Address: 5-E Oak Branch Drive
Greensboro, NC 27407

Secretary and Treasurer: Thomas J. Steslicki

Address: 5-E Oak Branch Drive
Greensboro, NC 27407

Treasurer: _____

Address: _____

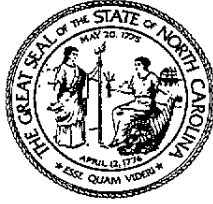
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas O. Steslicki
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas O. Steslicki, Secretary / Treasurer
(Typed or printed name and capacity of person signing application)

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

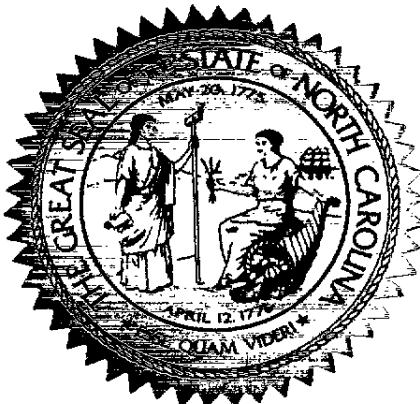
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

BERKLEY CARE NETWORK, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 5th day of April, 1995, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of November, 1997.

Elaine F. Marshall

Secretary of State

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