

F97000006403

TRANSMITTAL LETTER

To: Qualification Tax Lien Section
Division of Corporations

SUBJECT: CARE Systems Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

W97-25385

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:

Earl McKinstry
(Name of Person)
CARE Systems Corporation
(Firm/Company)
12377 Merit Drive #100
(Address)
Dallas, Texas 75251
(City/State/Zip)

FILED
97 DEC -5 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****70.00 *****70.00

Earl McKinstry at (972) 383-1190
(Name of Person) (Area Code & Daytime Telephone Number)

4/18/5

COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 7, 1997

EARL MCKINSTRY
CARE SYSTEMS CORPORATION
12377 MERIT DR., #100
DALLAS, TX 75251

SUBJECT: CARE SYSTEMS CORPORATION
Ref. Number: W97000025385

We have received your document for CARE SYSTEMS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that CARE SYSTEMS CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates April 1, 1994, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3565.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

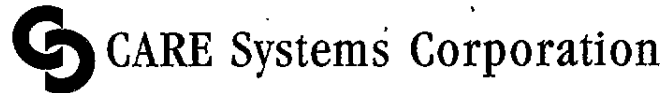
A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the

laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 397A00054030



December 1, 1997

Ms. Freta Lott
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: CARE Systems Corporation ("CARE")
REF No.: W97000025385
Employer Identification No.: 75-2416220

Dear Ms. Lott:

I am in receipt of your November 7, 1997 letter to me at CARE (Letter Number: 397A00054030), in which you determined that CARE must pay penalties in the amount of \$3,565.00 for having conducted business in Florida since April 1, 1994 without having obtained the appropriate authority to conduct business under a Certificate of Authority.

As you will note, CARE was contacted by the Florida Division of Corporations on October 2, 1997 primarily because the Florida Department of Revenue records indicated that CARE was obligated to file Florida corporate income tax returns with your State. Those records are indeed correct and CARE has filed income tax returns for the past years under the name of CARE Systems Corporation.

However, CARE has not conducted business in Florida in any capacity until 1997. It is for that reason that CARE made application to your Department to obtain the appropriate Certificate of Authority for the year 1997.

In the years prior to 1997, CARE filed Florida income tax statements because of CARE's ownership and control of two (2) wholly-owned subsidiary corporations conducting business in Florida: Integrated HealthCARE Delivery Services Corporation and CARE Admin Services, Inc. CARE filed a consolidated tax return. Such activity appears to fall within the scope of Florida Statutes §607.1501 (2)(k).

In 1997, CARE is conducting business in Florida, in its own capacity, through its licensing of its proprietary workers' compensation claims management software to a large Florida corporation. This is the reason that CARE filed application for a Certificate of Authority in 1997.

Ms. Freta Lott
December 1, 1997
Page 2

In response to the State's November 7, 1997 letter, I have attached an affidavit verifying the facts stated herein; such affidavit provided in my official capacity of Corporate Secretary of CARE.

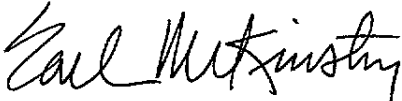
I have amended the Application previously submitted to incorporate item #8, regarding the purpose for business within Florida.

I have attached a current certificate of existence from Delaware regarding CARE.

I believe that this information should be sufficient for your department's processing our application and withdrawing the assessment of the penalty previously imposed. If you need additional information, please contact me at 972-383-1190 (fax 972-383-1194). I thank you for your cooperation.

Sincerely,

CARE Systems Corporation



Earl McKinstry
Vice President & General Counsel

EM:lh

cc: Frank Adams, EVP & CFO

Enclosures

f:\em\elc\florida



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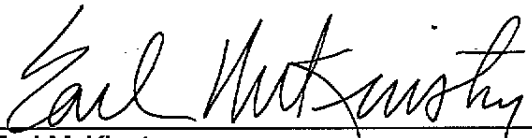
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this day comes Earl McKinstry, who being deposed and under oath, states:

1. That he is Vice President and Corporate Secretary of CARE Systems Corporation ("CARE"), a Delaware corporation whose principal address is 12377 Merit Drive, Suite 100, Dallas, Texas 75251.
2. That he is in receipt of a November 7, 1997 letter from Freta Lott, Corporate Specialist Supervisor at the Florida Department of State in which it was determined that CARE had conducted business in Florida for several years prior to CARE's filing an Application By Foreign Corporation For Authorization To Transact Business in Florida on or about November 4, 1997.
3. That he disputes such determination made by the Florida Department of State.
4. That CARE did not conduct business without the appropriate certification for years prior to 1997 despite the indication from the Florida Department of Revenue that CARE had conducted business in Florida.
5. That CARE claims the exemption found in Florida Statutes §607.1501 (2)(k): "owning and controlling a subsidiary corporation incorporated in or transacting business within this state...."
6. That CARE appeals the determination of the assessment of \$3,565.00 and seeks to have no fine or penalty assessed in this matter."

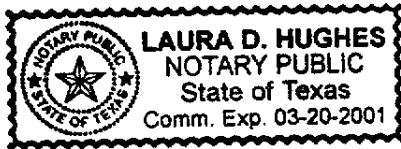
Further affiant sayeth not.



Earl McKinstry
12-01-97

SUBSCRIBED AND SWORN TO BEFORE ME this 1st day of
December, 1997.

(seal)



Laura D. Hughes
Notary Public in and for the State of Texas

Expiration Date: 3-20-2001

FILED
97 DEC -5 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. CARE Systems Corporation

(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. 75-2416220

(FEI number, if applicable)

4. February 26, 1992

(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 817.155, F.S.))

7. _____

12377 Merit Drive, Suite 100 Dallas, Texas 75251

(Current mailing address)

8. Sales and License of Worker's Compensation and Liability claims management software
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C T Corporation System

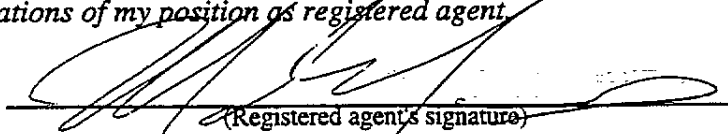
Office Address: 1200 South Pine Island Road

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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97 DEC 5 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Earl H. H. H.
11/25/97

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: John T. Unipan

Address: 12377 Merit Drive, Suite 100
Dallas, Texas 75251

Vice Chairman: _____

Address: _____

Director: Frank L. Adams

Address: 12377 Merit Drive Suite 100
Dallas, Texas 75251

Director: Ian Meredith

Address: 601 Bayshore Blvd. #980
Tampa, FL 33606

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

CEO
President: John T. Unipan

Address: 12377 Merit Drive, Suite 100
Dallas, Texas 75251

Vice President: Bruce Vanner

Address: 12377 Merit Drive, Suite 100
Dallas, Texas 75251

Secretary: Earl McKinstry

Address: 12377 Merit Drive, Suite 100
Dallas, Texas 75251

Treasurer: Frank L. Adams

Address: 12377 Merit Drive, Suite 100
Dallas, Texas 75251

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

13. Earl McKinstry
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Earl McKinstry, Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARE SYSTEMS CORPORATION" 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 TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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97 DEC -5 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8776624

DATE:

11-25-97