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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

National Medical Health Card
Systems Inc

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time _____

RUSH

- Certified Copy - *reach*
- Certificate of Status
- Certificate of Good Standing - *reach*
- ARTICLES ONLY
- ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

VA 12/7/98
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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Ordered By: _____
 Date: _____

**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. NATIONAL MEDICAL HEALTH CARD SYSTEMS, 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. NEW YORK 3. 11-2581812
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JULY 23, 1981 5. PERPETUAL
(Date of Incorporation) (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. 26 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050
(Current mailing address)
8. PRESCRIPTION BENEFITS MANAGER
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida, 32301
(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.

B. April Brady
(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: (Street address ONLY - No. 1973 P. 2/2 NOT acceptable)

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

Chairman: GERALD SHAPIRO

Address: 26 Harbor Park Drive
Port Washington, NY 11050

Vice Chairman:

Address:

Director: Bert E. Brodsky

Address: 26 Harbor Park Drive
Port Washington, NY 11050

Director: Linda Portney

Address: 26 Harbor Park Drive
Port Washington, NY 11050

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

President: Bert E. Brodsky

Address: 26 Harbor Park Drive
Port Washington, NY 11050

Executive Vice President/Operations: Linda Portney

Address: 26 Harbor Park Drive
Port Washington, NY 11050

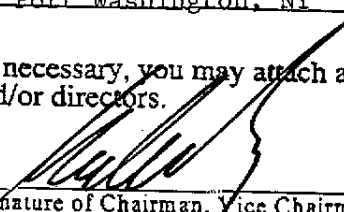
Secretary: Gerald Shapiro

Address: 26 Harbor Park Drive
Port Washington, NY 11050

Treasurer: Barry Denaro

Address: 26 Harbor Park Drive
Port Washington, NY 11050

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. Bert E. Brodsky, President
(Typed or printed name and capacity of person signing application)

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**ADDENDUM ATTACHED TO ITEM 12
ADDITIONAL DIRECTORS AND OFFICERS**

12. A. **DIRECTORS**

Director: Gerald Angowitz
Address: c/o RJR Nabisco
1301 Avenue of the Americas
New York, NY 10019

Director: Richard Jay Strauss, M.D.
Address: 1000 Northern Boulevard
Great Neck, NY 11021

12. B. **OFFICERS**

Executive Vice President/Sales: Mary T. Casale
Address: 26 Harbor Park Drive
Port Washington, NY 11050

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State of New York
Department of State

SS:

I hereby certify, that the certificate of incorporation of NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC. was filed on 07/23/1981, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:


A Certificate of Amendment was filed on 01/09/1987.

A Certificate of Amendment was filed on 04/21/1987.

A Biennial Statement was filed 07/01/1998.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of November
one thousand nine hundred and
ninety-eight.



J. [Signature]
Special Deputy Secretary of State

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