

F990000000784

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002741784--5
-01/14/99--01070--031
*****70.00 *****70.00

HIP Health Plans, Inc

400002741784--5
-01/14/99--01070--032
*****8.75 *****8.75

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

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W99-1074

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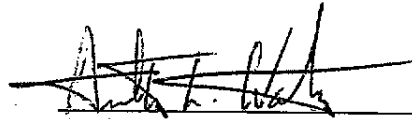
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AFFIDAVIT

I, ANTHONY L. WATSON, DO HEREBY CERTIFY that I am Chairman of the Boards of both HIP Health Plans of Florida and HIP Health Plans, Inc., and as such, authorize HIP Health Plans, Inc. to conduct business in the State of Florida under the name HIP Health Plans, Inc. This affidavit is filed in conjunction with the Department of State, Division of Corporations' consideration of HIP Health Plans, Inc.'s pending application to register to do business as a foreign corporation in the State of Florida (Reference No. W99000001074).


Date: February 1, 1999



Anthony L. Watson

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st day of February 1999, by Anthony L. Watson who is personally known to me.


Signature of Notary Public - State of Florida

Commissioned:



SHARON WHITE
My Commission CC498376
Expires Sep. 27, 1999

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 14, 1999

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: HIP HEALTH PLANS, INC.
Ref. Number: W99000001074

We have received your document for HIP HEALTH PLANS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 199A00001982

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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. HIP 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. Applied For
(FEI number, if applicable)
4. May 28, 1998
(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. 7 West 34th Street
New York, NY 10001
(Current mailing address)
To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
8. Delaware
(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: Gerald Cohen, Esq.

Office Address: 300 South Park Road

Hollywood, Florida, 33021
(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.

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: Anthony L. Watson

Address: HIP Health Plans, Inc., 7 West 34th Street
New York, NY 10001

Vice Chairman: None

Address: _____

Director: Daniel T. McGowan

Address: HIP Health Plans, Inc., 7 West 34th Street
New York, NY 10001

Director: Michael D. Fullwood

Address: HIP Health Plans, Inc., 7 West 34th Street
New York, NY 10001

See addendum A for additional directors

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

President: Daniel T. McGowan

Address: See Above

Vice President: David S. Abernethy - Senior Vice President

Address: HIP Health Plans Inc., 7 West 34th Street
New York, NY 10001

Secretary: Michael D. Fullwood

Address: HIP Health Plans, Inc., 7 West 34th Street
New York, NY 10001

Treasurer: None

Address: _____

See addendum B for additional officers

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)

MICHAEL D FULLWOOD

14. _____

Senior V.P. Corporate Secretary & General Counsel
(Typed or printed name and capacity of person signing application)

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ADDENDUM A
ADDITIONAL DIRECTORS

Steven S. Titan
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Michael F. Montijo
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

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ADDENDUM B
ADDITIONAL OFFICERS

Arthur H. Barnes - Senior Vice President
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Fred Blickman - Senior Vice President
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Allan R. Glick - Senior Vice President and Chief Marketing Officer
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Ronald Maiorana - Senior Vice President
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Michael F. Montijo - Senior Vice President and Chief Medical Officer
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Leslie Strassberg - Senior Vice President
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Steven S. Titan - Senior Vice President and Chief Financial Officer
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

Giri R. Vuppala - Senior Vice President
HIP Health Plans, Inc.
7 West 34th Street
New York, NY 10001

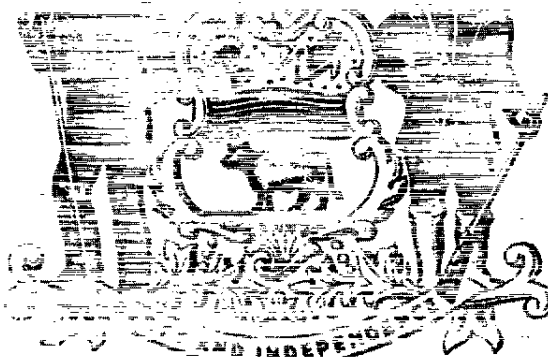
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIP 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 THIRTEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9519703

DATE: 01-13-99