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DATE: JULY 20, 1999

ACCOUNT NO: ~~XXXXXXXXXX~~

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING

APPLICATION BY FOREIGN CORPORATION TO
TRANSACT BUSINESS IN FLORIDA

F99-3712

CORPORATE NAME

QUALITY MANAGED CARE, INC.

400002936984--6
-07/21/99--01001--008
***5935.00 ***5935.00

SPECIAL INSTRUCTIONS:

PLEASE RETURN 1 CERTIFIED COPY

COST: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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267/20

**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. QUALITY MANAGED CARE, 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. 48-1095443
(FEI number, if applicable)
4. 2/14/91
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 1994
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 175 BROAD HOLLOW ROAD, MELVILLE, NY 11747
(Current mailing address)
8. PROVIDER OF HEALTH CARE RELATED SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.
Office Address: 4435 OLD WINTER GARDEN ROAD
ORLANDO, Florida, 32802
(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)

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

Chairman: SEE ATTACHED RIDER

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

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. Laurin L. Laderoute, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LAURIN L. LADERROUTE, JR., SECRETARY
(Typed or printed name and capacity of person signing application)

QUALITY MANAGED CARE, INC.

(Delaware)

OFFICERS AND DIRECTORS**DIRECTORS**

| | | |
|-----------------|----------|---|
| Robert A. Fusco | Director | 175 Broad Hollow Road Melville, NY 11747 |
| John J. Collura | Director | 175 Broad Hollow Road Melville, NY 11747 |

OFFICERS

| | | |
|--------------------------|--|---|
| Robert A. Fusco | President | 175 Broad Hollow Road Melville, NY |
| John J. Collura | Senior Vice President & Chief Financial Officer | 175 Broad Hollow Road Melville, NY 11747 |
| Thomas Boelsen | Senior Vice President - Finance | 175 Broad Hollow Road Melville, NY 11747 |
| William P. Costantini | Executive Vice President and General Counsel | 175 Broad Hollow Road Melville, NY 11747 |
| Laurin L. Laderoute, Jr. | Vice President, Asst. Gen. Counsel and Secretary | 175 Broad Hollow Road Melville, NY 11747 |
| Patricia C. Ma | Vice President, General Counsel - Health Services Law and Assistant Secretary | 175 Broad Hollow Road Melville, NY 11747 |
| Sandra Beck | Assistant Secretary | 12900 Foster Overland Park, KS 66213 |

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUALITY MANAGED CARE, 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 SIXTEENTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QUALITY MANAGED CARE, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 1991.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9869304

DATE:

07-16-99

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DELAWARE