

Document Number Only

F99000004307

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

200002923302--8

-07/06/99--01035--018

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

CORPORATION(S) NAME

MedProSolutions, Inc.

W99-15573

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other use

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copies
File Stamped To:

Jeffrey Butterfield



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 6, 1999

CT CORPORATION SYSTEM
ATTN: JEFFREY BUTTERFIELD

SUBJECT: MEDPROSOLUTIONS, INC.
Ref. Number: W99000015513

2462
RECEIVED
99 AUG 19 PM 12:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
SECRETARY OF STATE
CORPORATIONS
6 PM 4:13

work-in
pick-up

We have received your document for MEDPROSOLUTIONS, INC. and your check(s) totaling \$70.00. 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00035065

ATTN: ↑
Please Backdate
Thank you

MEDPROSOLUTIONS, INC.

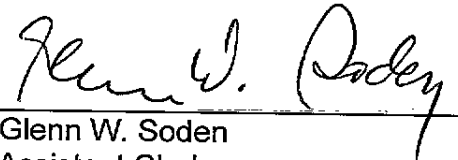
I, Glenn W. Soden, Assistant Clerk of MedProSolutions, Inc., hereby certify that the following is a true and correct copy of a resolution adopted by the Board of Directors at a meeting duly convened and held on August 5, 1999, at which a quorum was present and acting throughout.

RESOLVED, that the Company be, and it hereby is, authorized to use the name MedProSolutions, Inc., dba MedProSolutions, Inc. of Ohio in the States of Ohio and Florida; and

RESOLVED FURTHER, that the proper officers of this Company be, and they hereby are, authorized to take any and all additional actions and file any and all documents necessary to implement the foregoing resolution.

I further certify that the foregoing resolution has not been amended, altered, or repealed and is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 11th day of August, 1999, at Columbus, Ohio.


Glenn W. Soden
Assistant Clerk

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
990814-6 PH 4:13

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:

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1. MedProSolutions, 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. Massachusetts

(State or country under the law of which it is incorporated)

3. 04-3171642

(FEI number, if applicable)

4. March 18, 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. 3455 Mill Run Drive, Hilliard, Ohio 43026

(Current mailing address)

8. Provide medical and disability management 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 obligation of my position as registered agent.

C T Corporation System

Carol Record

(Registered agent's signature) (Officer)

Carol Record

Assistant Secretary

(Type Name and Title of Officer)

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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: Richard Headley
Address: One Nationwide Plaza
Columbus, Ohio 43215

Vice Chairman: David K. Hollingsworth
Address: 3455 Mill Run Drive
Hilliard, Ohio 43026

Director: See attached list of directors
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: See attached list of officers
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____

Address: _____

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. Dennis W. Click, Secretary

(Typed or printed name and capacity of person signing application)

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99 JUL -6 PM 4:13

**Officers
of
MedProSolutions, Inc.**

Chairman of the Board
Vice Chairman
President
Vice President and Treasurer
Vice President and Clerk
Vice President - Information Systems Services
Vice President - Finance and Pricing
Vice President and Medical Director
Assistant Clerk
Assistant Clerk

Richard D. Headley
David K. Hollingsworth
Peter J. Barr
Duane M. Campbell
Dennis W. Click
Kathleen M. Coughlin
Kelly A. Hamilton
Mary Ellen Mortensen
John F. Delaloye
Glenn W. Soden

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all at the following address:

3455 Mill Run Drive
Hilliard, OH 43026

**Directors
(one-year term)
of
MedProSolutions, Inc.**

**Richard A. Headley
David K. Hollingsworth
Dimon R. McFerson
Robert A. Oakley
Susan A. Wolken
Robert J. Woodward, Jr.**

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STATE
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All at the following address:

**3455 Mill Run Drive
Hilliard, OH 43026**



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

May 27, 1999

TO WHOM IT MAY CONCERN:

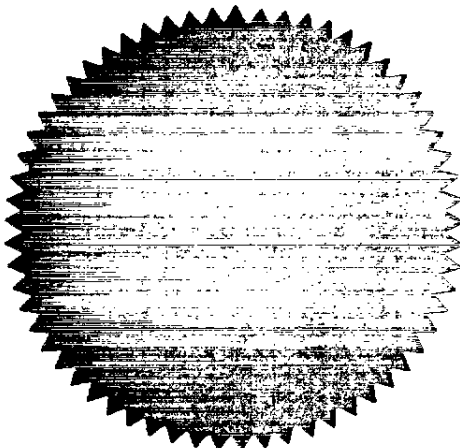
I hereby certify that according to the records of this office

MEDPROSOLUTIONS, INC.

is a domestic corporation organized on **March 18, 1992**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
31 JUL -9 4:14 PM '99



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

JBM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.