



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000006143

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 NOV 29 PM 4:33

ACCOUNT NO. : 072100000032

REFERENCE : 489883 4809065

AUTHORIZATION :

*Patricia Pizuto*

COST LIMIT : \$ 70.00

ORDER DATE : November 22, 1999

ORDER TIME : 1:21 PM

200003055372--9

ORDER NO. : 489883-005

CUSTOMER NO: 4809065

CUSTOMER: Janet Sidle, Legal Asst  
Venable Baetjer And Howard  
1800 Mercantile Bank & Tr Buil  
2 Hopkins Plaza  
Baltimore, MD 21201-2978

FOREIGN FILINGS

NAME: PERFORMAX, INC.

4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

RECEIVED  
99 NOV 29 PM 1:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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. Per formax, 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. 52-2200070  
(FEI number, if applicable)
4. 9/29/99  
(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. 111 South Calvert Street Suite 2670  
Baltimore, MD 21202  
(Current mailing address)
8. Third Party Administration of Health Plans  
(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: Corporation Service Company

Office Address: 1201 Hays Street

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.*

Corporation Service Company

By: Deborah D. Skipper  
(Registered agent's signature)

Deborah D. Skipper  
as its agent

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: Louis J Nicholas

Address: 111 South Calvert Street Suite 2670  
Baltimore, MD 21202

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Keith B Sullivan

Address: 111 South Calvert Street Suite 2670  
Baltimore, MD 21202

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Keith B Sullivan

Address: 111 South Calvert Street Suite 2670  
Baltimore, MD 21202

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Brian M Rogers

Address: 111 South Calvert Street Suite 2670  
Baltimore, MD 21202

Treasurer: Brian M Rogers

Address: Same

**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. \_\_\_\_\_

Keith B Sullivan

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

FILED  
DIVISION OF CORPORATIONS  
9/16/29 PM 4:33

*State of Delaware*  
*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERFORMAX, 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 1999.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 29 PM 4:33



3095459 8300

991498382

A handwritten signature in cursive script, reading "Edward J. Freel".

---

Edward J. Freel, Secretary of State

AUTHENTICATION:

0096072

DATE:

11-22-99