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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 850-222-1092

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Thank You!

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

I\ Ll	N COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN IMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:	
1.	. SW HEACTHPLAN, LLC (Name of foreign limited liability company)	
	(Name of foreign limited liability company)	
2.	(Jurisdiction under the law of which foreign limited liability company is organized) 3. APPLIED FOR (FEI number, if applicable)	
-	(Jurisdiction under the law of which foreign limited liability	
	company is organized)	
4.	JUNE 7, 2001 5 PERPOTUAL	
	(Date of Organization) 5. PERPETUAL (Duration: Year limited liability company will cease to exist or "perpetual")	
6.	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	
	(Date first transacted business in Florida, (See sections 608 501 608 503 a 1017 15	
7	(556 Sections 606.501, 608.502, and 817.155, F.S.)	
7.	3200 TOWN CENTER CIRCLE, #470, BOCA RATON, FL 33486	
	(Street address of principal office)	
8.	If limited liability company is a manager-managed company, check here	
	The state of the s	
9.	The usual business addresses of the managing members or managers are as follows:	
	SEE ATTACHED EXHIBIT	7
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	1.17	-
_	Cor. 5	3.45
_		
10. A	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in	
the ju	urisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a	
transl	lation of the certificate under oath of the translator must be submitted.)	
	·	
11.	Nature of business or purposes to be conducted or promoted in Florida: TO ENGAGE IN	
Δ	Tally 1	
<u> 73</u>	THY BE ORGANIZED OR ACTIVITY FOR WHICH of LIMITED LIABILITY COMPANY	
74	THE ORGANIZED	
	Signature of a member or an authorized representative of a member.	
	the everytion of this decrease the everytion of this decrease the	
	and the penalties of perjury that the facts stated herein are true.)	
	C. DERYL COUCH, V.P. Y ASST. SURETARY	
ET 057 -	Typed or printed name of signee	

EXHIBIT

LIST OF OFFICERS & MANAGERS FOR SUN HEALTHPLAN, LLC

The named individuals listed below are elected or appointed officers of the Company and each holds the office of the Company set forth opposite their name, and has held such office since June 7, 2001, unless otherwise indicated. THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICERS & MANAGERS IS 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486:

MANAGER/CO-CHAIRMAN,

CO-CEO AND SECRETARY: Rodger R. Krouse

MANAGER/CO-CHAIRMAN,

CO-CEO AND TREASURER: Marc J. Leder
VICE PRESIDENT: Clarence E. Terry
VICE PRESIDENT: Michael Kalb

VICE PRESIDENT: M. Steven Liff
VICE PRESIDENT: Kevin Calhoun

VICE PRESIDENT AND

ASSISTANT SECRETARY: C. Deryl Couch

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICER IS 670 18th Street, Manhattan Beach, CA 92066:

VICE PRESIDENT: Susan Heisler

THE BUSINESS ADDRESS FOR THE FOLLOWING OFFICER IS 1890 Palomino Avenue, Upland, CA 91784:

VICE PRESIDENT: Sterling Prusia



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of	the Limited Liability Company is: Sun Healthplan, LLC		
2. The name an	d the Florida street address of the registered agent and office are:		
	C T Corporation System (Name)	SECRETAR FALLAHASI	O EN ATT
	1200 South Pine Island Road Florida street address (P.O. Box NOT ACCEPTABLE)		
	Plantation FL 33324	NO A	र्क
	City/State/Zip	,	

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Comain Social Asst. Juy. (Signature)

CONIVIE BRYAN
SPECIAL ASSISTANT SECRETARY

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

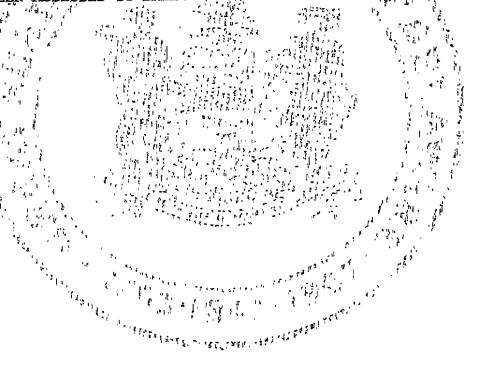
State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUN HEALTHPLAN, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTHEATH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE



OI JUNIT PM 3: 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 1189277

DATE: 06-14-01

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