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

	Corporation(s) Name	
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: ACS State Healthcare, LLC (Name of foreign limited liability company) Delaware (Jurisdiction under the law of which foreign limited liabilit company is organized) 5. Perpetual (Duration: Year limited liability company will cease to March 25 (Date of Organization) exist or "perpetual") Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 2828 N. Haskell Ave., FL-10, Dallas, Texas 75204 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The usual business addresses of the managing members or managers are as follows: 2828 N. Haskell Ave., FL-10, Dallas, Texas 75204 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language a translation of the certificate under oath of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: Health Plan/Flexi Spending Plan Administration Signature of a member of an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wayne R. Lewis, Asst. Secretary of ACS Enterprise Solutions, Inc., Member

Typed or printed name of signee

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.		
2.	The name and the Florida street address of the registered agent and office are:	
	C T Corporation System (Name)	
	1200 South Pine Island Road	
	Florida street address (P.O. Box NOT ACCEPTABLE) Plantation FT. 33324	
	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..

Consi Bayon Connie Buyan, Special Asst. Seg (Signature)

\$ 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 "ACS STATE HEALTHCARE, 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 THIRTEENTH DAY OF JULY, A.D. 2001.

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

OI JUL 20 PM 3:51
SECKETARY OF STATE
NATIONAL AND SECRETARY OF STATE



Darriet Smith Windson, Secretary of State

AUTHENTICATION: 1242436

DATE: 07-13-01

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