

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Liberty Mutual Managed Care LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of **Massachusetts**

4. The date of its organization is **December 17, 1993**

5. The period of duration of the limited liability company is (if perpetual, so state) **perpetual**

6. The address of the limited liability company's resident agent in Rhode Island is:

222 Jefferson Boulevard, Suite 200

Warwick

RI 02888

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is **Corporation Service Company**

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

175 Berkeley Street, Boston, MA 02116

9. The mailing address for the limited liability company is:

175 Berkeley Street, Boston, MA 02116

FILED

MAR 08 2010

By

DS 10/10
113221

10. Management of the Limited Liability Company:

- A. The limited liability company is to be managed ☐ by its members. *(If you have checked this box, go to item no. 11.)*

or

- B. The limited liability company is to be managed ☒ by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
See Attachment.	

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

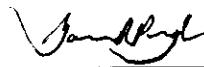
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/19/2010

Liberty Mutual Managed Care LLC

Print Exact Name of Limited Liability Company Making Application

By

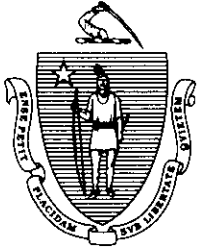


Signature of authorized person

LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION

QUESTION 10 – Management of the Limited Liability Company

<u>Manager</u>	<u>Address</u>
Paul J. Condrin III	175 Berkeley Street, Boston, MA 02116
Dennis J. Langwell	175 Berkeley Street, Boston, MA 02116
Christopher C. Mansfield	175 Berkeley Street, Boston, MA 02116
Paul A. Rodliff	175 Berkeley Street, Boston, MA 02116



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

February 18, 2010

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

LIBERTY MUTUAL MANAGED CARE LLC

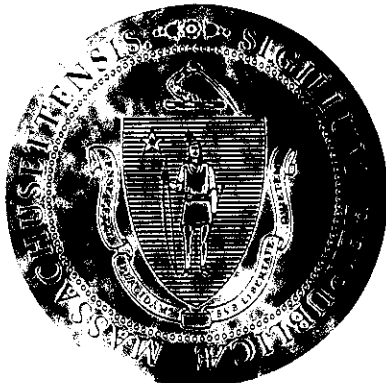
in accordance with the provisions of Massachusetts General Laws Chapter 156C on **January 1, 2007.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
CHRISTOPHER C. MANSFIELD, DENNIS J. LANGWELL, PAULA A. RODLIFF, J. PAUL CONDRIN

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **CHRISTOPHER C. MANSFIELD, DENNIS J. LANGWELL, PAULA A. RODLIFF, DEXTER R. LEGG**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **CHRISTOPHER C. MANSFIELD, DENNIS J. LANGWELL, PAULA A. RODLIFF**



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

LIBERTY MUTUAL MANAGED CARE, INC.

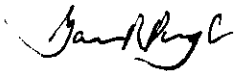
175 Berkeley Street
Boston, Massachusetts 02116

February 19, 2010

To Whom It May Concern:

Please let this letter serve as notice of this Corporation's consent to the use of the name Liberty Mutual Managed Care LLC, a limited liability company formed in Massachusetts.

Sincerely,

A handwritten signature in black ink, appearing to read "James R. Pugh".

James R. Pugh
Assistant Secretary

D
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Entity Conversion of a
Domestic Business Corporation to a
Domestic Other Entity
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.29)

FORM MUST BE TYPED

- (1) Exact name of corporation prior to conversion: Liberty Mutual Managed Care, Inc. 043217691
- (2) Registered office address: 175 Berkeley Street, Boston, Massachusetts 02116
(number, street, city or town, state, zip code)
- (3) New name after conversion, which shall satisfy the organic law of the surviving entity:
Liberty Mutual Managed Care LLC
- (4) New type of entity: Limited Liability Company
- (5) The plan of entity conversion was duly approved by the shareholders, and where required, by each separate voting group in the manner required by G.L. Chapter 156D and the articles of organization.
- (6) Attach any additional sheets containing all information required to be set forth in the public organic document of the surviving entity.
- (7) The conversion of the corporation shall be effective at the time and on the date approved by the Division, unless a later effective date is specified in accordance with the organic law of the surviving entity: January 1, 2007

Signed by: [Signature]
(signature of authorized individual)

(Please check appropriate box)

- ☐ Chairman of the board of directors,
☐ President,
☒ Other officer,
☐ Court-appointed fiduciary,

on this 27th day of December, 2006

4
PC.

12/17/03

CERTIFICATE OF ORGANIZATION

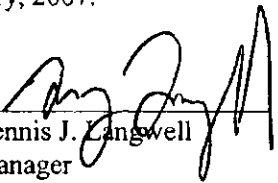
Liberty Mutual Managed Care LLC

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act"), the undersigned hereby certifies as follows:

1. Name of the Limited Liability Company. The name of the limited liability company formed hereby is Liberty Mutual Managed Care LLC (the "LLC").
2. Federal Employer Identification Number. 04-3217691
3. Office of the Limited Liability Company. The address of the office of the LLC in the Commonwealth required to be maintained by Section 5 of the Act is 175 Berkeley Street, Boston, Massachusetts 02117.
4. Agent for Services of Process. The name and address of the resident agent for service of process for the LLC is Corporation Service Company, 84 State Street, 5th Floor, Boston, Massachusetts, 02109.
5. Date of Dissolution. The LLC is to have no specific date of dissolution.
6. Manager. At the time of formation of the LLC, the managers shall be Dennis J. Langwell, David H. Long, Christopher C. Mansfield and Paul A. Rodliff, each with a business address at 175 Berkeley Street, Boston, Massachusetts, 02117.
7. Execution of Documents. Each manager is authorized to execute any documents to be filed with the Secretary of the Commonwealth of Massachusetts.
8. Business of the LLC. The general character of the business of the LLC is to engage in the provision, either directly or indirectly, of health care provider services and of services and products relating to or in any way connected with the operations and functions of managed health care operations and delivery, including but not limited to claims handling and administration, disability and health case management, quality assurance programs and services, utilization review, hospital pre-admission review, concurrent stay review, discharge planning, physical rehabilitation, occupational therapy, vocational rehabilitation, return to work programs, medical bill auditing and review, billing, discounted health services arrangements, preferred provider arrangements, health maintenance organization services and care, the management and/or operation of any facility or entity engaged in the above and any business, trade, or activity as may be lawfully conducted by a limited liability company.
9. Execution of Documents Relating to Real Property. Each manager is authorized to execute, acknowledge, delivery and record any recordable instrument on behalf of the

LLC purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the Land Court.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true this 1st day of January, 2007.


Dennis J. Langwell
Manager

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a
Domestic Business Corporation to a
Domestic Other Entity
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.29)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 21st day of December, 2006, at 2:27 a.m./p.m. time

Effective date: January 1, 2007
(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

18
Examiner

Name approval

C

M

TO BE FILLED IN BY CORPORATION
Contract Information:

Anna Kordan c/o Liberty Mutual

175 Berkely Street

Boston, MA 02116

Telephone: (617) 654-4273

Email: anna.kordan@libertymutual.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

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RECEIVED
CORPORATION DIVISION
2006 DEC 27 PM 2:27

A TRUE COPY ATTEST

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

DATE 2/19/08 CLERK gal