

Filing Fee: \$150.00
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ID Number: 150812



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
NMHCRCX

4. The date of its incorporation is 12/21/01 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
c/o United Corporate Services, Inc., 15 East North Street, Dover, DE 19901

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Pharmacy benefit manager. To engage in any act or activity for which corporations may be organized.

8. The names and respective addresses of the directors and officers are:

| | <u>Name</u> | <u>Address</u> |
|----------------|--|----------------|
| Director | <u>See attached officers/directors rider</u> | _____ |
| Director | _____ | _____ |
| President | _____ | _____ |
| Vice President | _____ | _____ |
| Treasurer | _____ | _____ |
| Secretary | _____ | _____ |

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 25,000,000 | Common | | \$.001 |
| 10,000,000 | Preferred | | \$.10 |

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 7,801,894 | Common | | \$.001 |
| 0 | | | |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 7.4 mil

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % | divide (b) by (a) and multiply by 100 to obtain the percentage.

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 200,000,000

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 100,000

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .05 % | divide (b) by (a) and multiply by 100 to obtain the percentage.

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 11-19-03

NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC.

Print Exact Name of Corporation Making Application

By Jonathan Friedman Jonathan Friedman

President or Vice President (check one)

AND

By Gerald Shapiro Gerald Shapiro

Secretary or Assistant Secretary (check one)

STATE OF New York
COUNTY OF Nassau

In Nassau NY, on this 19 day of November, 2003, personally appeared before me Jonathan Friedman who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

CATHLEEN McGLYNN
Notary Public, State of New York
No. 01MC5068170
Qualified in Nassau County
Commission Expires October 28, 2006

Notary Public
My Commission Expires: _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICERS/DIRECTORS RIDER

RI-Application for Certificate of Authority

NATIONAL MEDICAL HEALTH CARD SYSTEMS

List of Officers

Name: James Bigl **Title:** President
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: Gerald Shapiro **Title:** Secretary
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: David Gershen **Title:** Treasurer
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: Bert E. Brodsky **Title:** COB
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: Tery Baskin **Title:** COO
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: Jonathan Friedman **Title:** Vice President
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: James Bigl **Title:** CEO
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

List of Directors

Name: Ronald L. Fish **Term:**
Bus. Addr.: 107 Law Road, Briarcliff Manor, NY 10510

Name: Gerald Angowitz **Term:**
Bus. Addr.: 37 Fieldstone Lane, Oyster Bay, NY 11771

Name: Paul J. Konigsberg **Term:**
Bus. Addr.: 440 Park Avenue, 10th Floor, New York, NY 10016

Name: Kenneth J. Daley **Term:**
Bus. Addr.: 6 Glen Avenue, Glen Head, NY 11545

Name: James Bigl **Term:**
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: Bert E. Brodsky **Term:**
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050

Name: Gerald Shapiro **Term:**
Bus. Addr.: 26 Harbor Park Drive, Port Washington, NY 11050