

Filing and License Fee: \$310.00 minimum

ID Number: 151949



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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RECEIVED  
CORPORATIONS DIVISION  
STATE OF RHODE ISLAND

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 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 Avesis Third Party Administrators, Inc.

2. It is incorporated under the laws of ARIZONA

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:  
\_\_\_\_\_

4. The date of its incorporation is March 13, 2000 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 \_\_\_\_\_  
3724 North 3<sup>rd</sup> Street, Suite 300 PHOENIX, AZ 85012

6. The address of its proposed registered office in Rhode Island is 10 WEYBOSSET STREET  
(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 CT CORPORATION SYSTEM  
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
third party administration services

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	<u>JOEL H. ALPERSTEIN</u>	<u>10324 South Dolfield Rd., Owings Mills, MD 21117</u>
Director	<u>MICHAEL P. REAMER</u>	<u>10324 South Dolfield Rd., Owings Mills, MD 21117</u>
Director	_____	_____
Director	_____	_____

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By [Signature] 82372

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>JOEL H. ALPERSTEIN</u>	<u>10324 South DoField Road, Owings Mills, MD 21117</u>
Vice President		
Treasurer	<u>JOEL H. ALPERSTEIN</u>	<u>10324 South DoField Road, Owings Mills, MD 21117</u>
Secretary	<u>MICHAEL P. REYMER</u>	<u>10324 South DoField Road, Owings Mills, MD 21117</u>

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>
<u>10000</u>	<u>Common</u>		<u>\$0.01</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 450,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (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].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 7,000,000.
- (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 \$ 1,000.
- (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 0.014 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

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

Date: 11/14/2005

  
Signature of Authorized Officer of the Corporation

JOEL H. ALPERSTEIN  
Type or Print Name of Authorized Officer

# STATE OF ARIZONA



Office of the  
**CORPORATION COMMISSION**

**CERTIFICATE OF GOOD STANDING**

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

**\*\*\*AVESIS THIRD PARTY ADMINISTRATORS, INC.\*\*\***  
a domestic corporation organized under the laws of the State of Arizona,  
did incorporate on March 13, 2000.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 1st Day of November, 2005, A. D.



  
EXECUTIVE SECRETARY

BY: 