

Filing Fee: \$150.00
License Fee: \$15.00 minimum (7-1.1-124)

ID Number:

109351



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 Health Direct, 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:

4. The date of its incorporation is April 19, 1991 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 Corporation Trust Corporation, 1209 Orange Street, Wilmington, DE 19801-0000

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:

See Attached Rider 1

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

	Name	Address
Director	See attached officers/directors rider	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

NOV 23 1999

By 234088

RECEIVED
STATE OF RHODE ISLAND
03/18/03

RECEIVED
STATE OF RHODE ISLAND
03/18/03

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2,000,000	Common		\$.01
1,000,000	Preferred		\$.01

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common		\$.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 701,215.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 100,000.
- (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 9146695379 %. I 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 \$ 18,000,000.
- (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 \$ 0.
- (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 %. I 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: November 2, 1999

Health Direct, Inc.

Print Exact Name of Corporation Making Application

By Terri D. Austin Senior VP

☐ President or ☒ Vice President (check one)

By Elizabeth M. Tuck

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF New York
COUNTY OF New York

In New York, New York, on this 2 day of November, 1999, personally appeared before me Terri D. Austin Senior VP 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.

JENNIFER A. IANNIELLO
Notary Public, State of New York
No. 011A6000482
Qualified in Kings County
Certificate Filed in New York County
Commission Expires December 15, 1999

Jennifer A. Ianniello
Notary Public Jennifer A. Ianniello
My Commission Expires: 12/15/99

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

RIDER 1

Application for Certificate of Authority

Health Direct, Inc.

To arrange for the provision of medical treatment and rehabilitative services to workers incurring work-related injuries. To engage in any act or activity for which corporations may be organized.

Directors, Officers Report

Health Direct, Inc.

DIRECTORS

Anthony J. Galioto **Director**
Primary Address: AIG Claim Services, Inc.
400 Interpace Parkway
Building A
Parsippany, New Jersey 07054 United States

Maurice Raymond Greenberg **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Harold Saul Jacobowitz **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Edward Easton Matthews **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Ernest Theodore Patrikis **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Robert Michael Sandler **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Howard Ian Smith **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Thomas Ralph Tizzio **Director**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

OFFICERS

Robert Michael Sandler **Chairman of the Board of Directors**
Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

William J. Packer **President**
Primary Address: AIG Claim Services, Inc.
400 Interpace Parkway

Health Direct, Inc.

Building A
Parsippany, New Jersey 07054 United States

Terri D. Austin **Senior Vice President**

Primary Address: AIG Claim Services, Inc.
400 Interpace Parkway
Building A
Parsippany, New Jersey 07054 United States

Carol Ann Montgomery **Senior Vice President**

Primary Address: AIG Claim Services, Inc.
400 Interpace Parkway
Building A
Parsippany, New Jersey 07054 United States

Carol Ann McFate **Treasurer**

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Elizabeth Margaret Tuck **Secretary**

Primary Address: American International Group, Inc.
70 Pine Street
New York, New York 10270 United States

Terri D. Austin **General Counsel**

Primary Address: AIG Claim Services, Inc.
400 Interpace Parkway
Building A
Parsippany, New Jersey 07054 United States

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "HEALTH DIRECT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTEENTH DAY OF JULY, A.D. 1995, AT 2 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE THIRTEENTH DAY OF JULY, A.D. 1995, AT 2:01 O'CLOCK P.M.



2260586 8100X

991479069



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0074494

11-10-99