

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

ID Number: 109052



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

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 Medical Benefits Administrators, Inc. (60)
2. It is incorporated under the laws of Ohio
3. The name which it elects to use in Rhode Island is _____
Medical Benefits Administrators, Inc.

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is September 19, 1988 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 _____
1975 Tamarack Road, Newark, Ohio 43055
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is CT Corporation System

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

See attached purpose clause

	Name	Address
Director	<u>See attached list of directors.</u>	_____
Director	_____	_____
President	<u>See attached list of officers</u>	_____
Vice President	<u>_____</u>	_____
Secretary	<u>_____</u>	_____
Treasurer	<u>_____</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>
300	Common	(No series)	No par value
450	Preferred	(No series)	\$1,000.00

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>
100	Common	(No series)	No par value
0	Preferred	(No series)	\$1,000.00

11. 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 0%; and 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 0%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 100,000.00

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0.00

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 3,500,000.00

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 0.00

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 27, 19 99

Medical Benefits Administrators, Inc.

(Exact Corporate Name of Corporation Making Application)

By [Signature]

President or Vice President (check one)
Douglas J. Freeman

By [Signature] AND

Secretary or Assistant Secretary (check one)
Charles E. Krajacic

FILED

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By [Signature] 232941

STATE OF Ohio
COUNTY OF LICKING

In Newark, on this 27th day of October, 19 99, personally appeared before me Douglas J. Freeman & Charles E. Krajacic, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public
My Commission Expires: _____

MARCIA LITTS PARR
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 12, 2000

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Medical Benefits Administrators, Inc.**

To act as third-party administrator for the administration of employee benefits of all types and to act as a utilization review agency for employee health benefit claims. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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CORPORATIONS DIV.
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Medical Benefits Administrators, Inc.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
1. C. Arthur Morrow	Chairman	10 West Locust Street, P.O. Box 487 Newark, OH 43058-0487
2. Douglas J. Freeman	President	1975 Tamarack Road, P.O. Box 1009 Newark, OH 43058-1009
3. Cara K. Delcher	Vice President Administrative Operations	1975 Tamarack Road, P.O. Box 1009 Newark, OH 43058-1009
4. Grant R. Reed	Vice President Risk Management	1975 Tamarack Road, P.O. Box 1009 Newark, OH 43058-1009
5. Marilyn M. Kasson	Vice President Network Management	1975 Tamarack Road, P.O. Box 1009 Newark, OH 43058-1009
6. Charles E. Krajacic	Secretary/Treasurer	1975 Tamarack Road, P.O. Box 1009 Newark, OH 43058-1009

DIRECTORS:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
1. C. Arthur Morrow	10 West Locust Street, P.O. Box 487 Newark, OH 43058-0487
2. Douglas J. Freeman	1975 Tamarack Road, P.O. Box 1009 Newark, OH 43058-1009

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at Columbus, Ohio, this 27th day of October A.D. 1999

J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: C. Cenci

NOTICE: This is an official certification only when reproduced in red ink