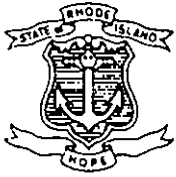


Filing Fee: \$150.00

ID Number: 114463



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

RECEIVED
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
SEP 13 3 40 PM '00

Pursuant to the provisions of Section 7-16-49 of the General Laws, 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:

WorkUp, LLC

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

Not Applicable

3. The limited liability company is organized under the laws of the State of Maine

4. The date of its organization is May 20, 1998

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:

10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT Corporation System
(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:

66 Pearl Street, Suite 301
Portland, Maine 04101

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

66 Pearl Street, Suite 301
Portland, Maine 04101

FILED

SEP 13 2000

By CL# 631220

10. The limited liability company is to be managed by:

(Check one box only)

☐ its members or ☒ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

Manager	Business Address
Brenda J. Malay-Fiorini - President	66 Pearl St., Suite 301 Portland ME 04101
Pamela J. Saunders - CEO & Managing Member	WorkUp, LLC 66 Pearl St., Suite 301 Portland, ME 04101
Thomas C. Kirner - COO	66 Pearl St., Suite 301 Portland ME 04101
Steven W. Leclair - Exec. V.P.	66 Pearl St., Suite 301 Portland ME 04101
Norma J. Leclair - Exec. V.P.	66 Pearl St., Suite 301 Portland, ME 04101

12. 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: September 13, 2006

WorkUp, LLC

Print Exact Name of Limited Liability Company Making Application:

By Brenda J. Malay-Fiorini
Signature of authorized person

State of Maine
Department of Professional & Financial
Regulation
Bureau of Insurance




Certificate of Compliance

WHEREAS, WorkUp, LLC located at Portland, Maine has complied with all the requirements of the MAINE INSURANCE CODE applicable to said company:

NOW, THEREFORE, I, the undersigned, Superintendent of Insurance of the State of Maine, do certify that WorkUp, LLC is authorized to transact the business of a Third Party Administrator in accordance with the provisions of its charter and the laws of the State of Maine.

IN WITNESS WHEREOF, *I have set my hand and the seal of office at Augusta, on this thirty-first day of August two thousand.*





Superintendent of Insurance