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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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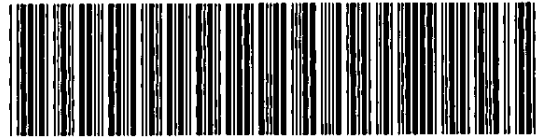
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Management Health Solutions, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Arid von Taube, Esq.

Name of Person

Masterman, Culbert & Tully LLP

Firm/Company

One Lewis Wharf

Address

Boston, MA 02110

City/State and Zip code

avt@mctlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arid von Taube

Name of Person

at (617) 722-8117

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Management Health Solutions, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. January 20, 1999

(Date of incorporation)

5.

perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10150 Highland Manor Drive, Suite 240, Tampa, FL 33610

(Principal office address)

501 Kings Highway East, Suite 108, Fairfield, CT 06825

(Current mailing address)

8. All lawful purposes

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name:

Lori Lingenfelter Stitt

Office Address:

10150 Highland Manor Dr., Suite 240

Tampa

(City)

, Florida

33610

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Lori Lingenfelter Stitt

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bruce F. Boggs
Address: 501 Kings Highway East, Suite 108
Fairfield, CT 06825

Vice Chairman: _____
Address: _____

Director: Steven B. Epstein
Address: 501 Kings Highway East, Suite 108
Fairfield, CT 06825

Director: Michael Ferris
Address: 501 Kings Highway East, Suite 108
Fairfield, CT 06825 (*see attached addendum for additional directors)

B. OFFICERS

President: Bruce F. Boggs
Address: 501 Kings Highway East, Suite 108
Fairfield, CT 06825

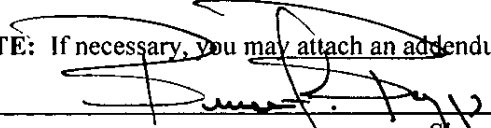
Vice President: _____
Address: _____

Secretary: Kenneth Kelliher
Address: 9 Percy Williams Drive, East Islip, NY 11730

Treasurer: Michael Ferris
Address: 394 Cedar Hill Road, Ambler, PA 19002

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Bruce Boggs, President
(Typed or printed name and capacity of person signing application)

**Addendum to Section 12
of the
Application by Foreign Corporation for Authorization to Transact Business in Florida
(Management Health Solutions, Inc.)**

Additional Directors:

Brett Fliegler

501 Kings Highway East, Suite 108
Fairfield, CT 06825

Kenneth Kelliher

501 Kings Highway East, Suite 108
Fairfield, CT 06825

Daniel Lubin

501 Kings Highway East, Suite 108
Fairfield, CT 06825

Dr. Floyd D. Loop

501 Kings Highway East, Suite 108
Fairfield, CT 06825

James M. Mead

501 Kings Highway East, Suite 108
Fairfield, CT 06825

Andrew Paul

501 Kings Highway East, Suite 108
Fairfield, CT 06825

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**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of MANAGEMENT HEALTH SOLUTIONS, INC. was filed on 01/20/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



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TALLAHASSEE FLORIDA

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*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 22nd day of January two
thousand and thirteen.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular stamp.

First Deputy Secretary of State