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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

000002867580-9
-05/07/99-01101-011
*****70.00 *****70.00

Preventive Health Services, Inc.

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TALLAHASSEE, FLORIDA

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JEFFREY D. BUTTERFIELD

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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. ProVantage Health Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 54-1508848
(FEI number, if applicable)
4. June 26, 1989
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 28, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 846, Brookfield, Wisconsin 53008-0846

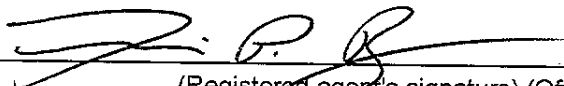
(Current mailing address)
8. To provide pharmacy benefit management and health information technology products and services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)
Francis P. Regan
Assistant Secretary
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE, FLORIDA


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Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard D. Schepp, Assistant Secretary _____
(Typed or printed name and capacity of person signing application)

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ProVantage Health Services, Inc.
Officers

Dale P. Kramer - Chairman of the Board, President and Chief Executive Officer
Jeffrey A. Jones - Executive Vice President, Chief Operating Officer, ProVantage
George M. Barlow, Sr. Vice President, Healthcare Information Technology
Peter J. Beste, Vice President, Controller
Alan Campbell, Executive Director, VBM
Joseph A. Coffini, Sr. Vice President, Business Development and Marketing
Vincent Gallucci, Vice President, Organizational Development
Peter F. Hoffman, M.D., Sr. Vice President and Chief Medical Officer
Thomas J. Knapp, Vice President and Chief Information Officer
Jane A. Koontz, Vice President, Human Resources
Glen C. Laschober, Executive Vice President, HBM
Patricia A. Nussle, Vice President, Legal/Secretary
Matthew J. Zirpoli, Vice President, Sales
Richard D. Schepp, Assistant Secretary

DIRECTORS

Dale P. Kramer, Chairman of the Board
Jeffrey A. Jones, Director
Jeffrey C. Girard, Director
William J. Podany, Director
Gregory H. Wolf, Director

The business address of the above named officers and directors is 13555 Bishops Court, Suite 201, Brookfield, Wisconsin 53005

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TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROVANTAGE HEALTH SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9726492

DATE: 05-05-99