F01000 2092

U.S. HealthWorks
Keeping American Business Healthy

Darcie A. Deupree, Esq.
(770) 772-6282 x113 phone
(678) 942-2118 facsimile
E-mail: Darcie.Deupree@USHWorks.com

April 12, 2001

VIA FEDERAL EXPRESS

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200004011802--6
-04/16/01--01126--014
*****70.00 *****70.00

Re: **U.S. HealthWorks Holding Company, Inc., a Delaware corporation**
Application for Certificate of Authority for Foreign Corporation

To the Clerk:

Enclosed please find the following:

(1) One original and one exact copy of the Application for Certificate of Authority of a Foreign Corporation of U.S. HealthWorks Holding Company, Inc., including Certificate of Good Standing issued by the State of Delaware on March 30, 2001;

not enclosed (2) One self-addressed envelope to expedite processing and the return of the file-stamped copy; and

(3) Check no. 084502 in the amount of $70.00, payable to the State of FLorida, in payment of the filing fees for the document enclosed.

Please file the original of the Application for Certificate of Authority Foreign Corporation and return the file copy to me in the enclosed pre-addressed envelope at your earliest convenience. If you have any questions regarding this filing, please do not hesitate to call.

Thank you for your assistance in this matter.

With best personal regards,

Sincerely,
U.S. HEALTHWORKS, INC.

Darcie A. Deupree, Esq.
General Counsel

FILED
01 APR 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/16

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. U.S. HealthWorks Holding Company, 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. 58-2420844
(FEI number, if applicable)

4. October 2, 1997
(Date of incorporation)

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

6. May 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

FILED
01 APR 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7. 3655 North Point Parkway, Suite 150, Alpharetta, Georgia 30005
(Current mailing address)

8. physician practice management
(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 or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

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.

Joan Bolden JOAN BOLDEN
(Registered agent's signature) ASSISTANT SECRETARY

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Richard Kampa

Address: 3655 North Point Parkway, Suite 150

Alpharetta, Georgia 30005

Vice Chairman:

Address:

Director: Ron Clark

Address: 3655 North Point Parkway, Suite 150

Alpharetta, Georgia 30005

Director:

Address:

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

FILED
01 APR 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

President: Richard Kampa

Address: 3655 North Point Parkway, Suite 150

Alpharetta, Georgia 30005

Vice President: Ron Clark

Address: 3655 North Point Parkway, Suite 150

Alpharetta, Georgia 30005

Secretary: Ron Clark

Address: 3655 North Point Parkway, Suite 150

Alpharetta, Georgia 30005

Treasurer: Ron Clark

Address: 3655 North Point Parkway, Suite 150

Alpharetta, Georgia 30005

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

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

14. RICHARD KAMPA, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. HEALTHWORKS HOLDING COMPANY, 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 THIRTIETH DAY OF MARCH, A.D. 2001.

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

FILED
01 APR 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2803714 8300

010156847

AUTHENTICATION: 1055166

DATE: 03-30-01