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From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT QUALIFICATION**Inpatient Consultants Management, Inc.**

Certificate of Status	0
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2-14-04

**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. InParient Consultants Management, 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 3. 95-4562058
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/26/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2004
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)
7. 4605 Lankershim Blvd., Suite 617, North Hollywood, CA 91602
(Principal office address)
4605 Lankershim Blvd., Suite 617, North Hollywood, CA 91602
(Current mailing address)
8. Management and consultant - Healthcare Services
(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: CT Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, Florida 33324
(City) (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.

By: TARA C. COFER
(Registered agent's signature) **TARA C. COFER
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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Adam D. Singer, M.D., Chairman of the Board/Chief Executive Officer

Address: 4605 Lankershim Blvd., Suite 617, North Hollywood, CA 91602

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: R. Jeffrey Taylor, President/Chief Operating Officer

Address: 4605 Lankershim Blvd., Suite 617, North Hollywood, CA 91602

Vice President: _____

Address: _____

Secretary: Adam D. Singer, M.D., Chief Executive Officer, Secretary

Address: 4605 Lankershim Blvd., Suite 617, North Hollywood, CA 91602

Treasurer: Devra Shapiro, Chief Financial Officer

Address: 4605 Lankershim Blvd., Suite 617, North Hollywood, CA 91602

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

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

14. DEVRA SHAPIRO, CHIEF FINANCIAL OFFICER
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

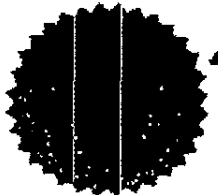
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INPATIENT CONSULTANTS MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 2004.

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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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2926372

DATE: 02-12-04