

F05000005448

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

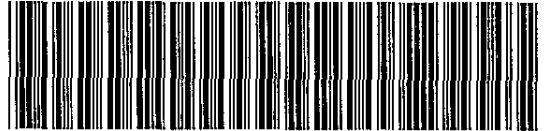
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 606158 4338256

AUTHORIZATION

*Patricia Piquero*

COST LIMIT : \$ 70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 20, 2005

ORDER TIME : 2:42 PM

ORDER NO. : 606158-010

CUSTOMER NO: 4338256

CUSTOMER: David N. Britsch, Legal Asst  
Kirkland & Ellis Llp  
39th Floor  
153 East 53rd Street  
New York, NY 10022

FOREIGN FILINGS

NAME: NURSE ON CALL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

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05 SEP 21 PM 4:16  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: \_\_\_\_\_

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.

FILED  
25 SEP 21 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Nurse On Call, 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. Delaware 3. 20-3376952  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 12, 2005 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 130 JFK Drive, suite 230, Lake Worth, FL 33462  
(Principal office address)

Same as above,  
(Current mailing address)

8. Any and all lawful business.  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(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.

Corporation Service Company  
By: Carla Lohi Carla Lohi  
(Registered agent's signature) Asst. Vice President

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:

SEP. 21. 2005 11:24AM  
09/20/2005 14:33 FAX

CORPORATION SERVICE COMPANY series

NO. 3999700P. 42

**A. DIRECTORS**

Chairman: Corwynne Carruthers

Address: 888 Seventh Avenue, 16th Floor, New York, NY 10106

Vice Chairman: Christian P. Michalik

Address: 888 Seventh Avenue, 16th Floor, New York, NY 10106

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Dale Clift

Address: 130 JFK Drive, Suite 230, Lake Worth, FL 33462

Vice President: Christian P. Michalik

Address: 888 Seventh Avenue, 16th Floor, New York, NY 10106

Secretary: Corwynne Carruthers

Address: 888 Seventh Avenue, 16th Floor, New York, NY 10106

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Christian P. Michalik, Vice President

(Typed or printed name and capacity of person signing application)

SEP. 21. 2005 11:24AM

CORPORATION SERVICE COMPANY

NO. 3999 P. 5

*Delaware*

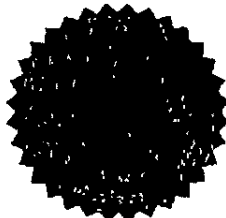
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NURSE ON CALL, 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 TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NURSE ON CALL, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2005.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3998088 8300

AUTHENTICATION: 4170972

050771825

DATE: 09-21-05