F95000001924

LAW OFFICES
SELVIN & WEINER & WEINBERGER
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS
SECOND FLOOR
12401 WILSHIRE BOULEVARD
LOS ANGELES, CALIFORNIA 90025-1015

BERYL WEINER
WILLIAM E. WEINBERGER
RONIT M. STONE
KATHRYN M. STANTON

PAUL P. SELVIN
(1917-1987)

TELEPHONE (310) 207-1555
FACSIMILE (310) 207-3666

April 14, 1995

Via U. S. Mail

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Ms. Ava Watson
Corporate Specialist

FILED
95 APR 20 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Charter Commerce Partners, LTD., a Florida limited partnership and Medical Management Enterprises, Inc., a California corporation

800001465519
-04/16/95--01088--013
****78.75 *****78.75

Dear Ms. Watson:

FF - $ 35.00
RA - $ 35.00
cus - $ 8.75

Enclosed for processing are:

1. Original Certificate of Limited Partnership of Charter Commerce Partners, LTD., a Florida limited partnership dated April 6, 1994, including two copies to be conformed and returned to me

2. Affidavit of Capital Contribution dated April 6, 1994

3. Application by Foreign Corporation for Authorization to Transact Business in Florida

4. Corporate Resolution of Medical Management Enterprises, Inc., a California corporation dated January 30, 1994 reflecting Florida business name of ALTER, Inc.

5. Certificate of Status of Domestic Corporation regarding Medical Management Enterprises, Inc., a California corporation dated January 19, 1995

4/20/95 aw

LAW OFFICES
SELVIN & WEINER & WEINBERGER
A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

Re: Charter Commerce Partners, LTD., a Florida limited partnership and Medical Management Enterprises, Inc., a California corporation

6. Letter dated February 15, 1995 from you to Ronit M. Stone regarding Charter Commerce Partners, LTD.

7. Letter dated February 15, 1995 from you to Ronit M. Stone regarding Medical Management Enterprises, Inc., a California corporation

Also enclosed is our firm check for $78.75 made payable to Florida Department of State, which replaces the check that expired, to cover fees for the Application by Foreign Corporation.

Please process the certificate of limited partnership of Charter Commerce Partners, LTD. and return two conformed copies in the enclosed stamped, self-addressed envelope.

If you require further documentation, please call me at 310/207-1555. Thank you for your assistance with this matter.

Very truly yours,

Lisa M. Shelley

Lisa M. Shelley
Legal Assistant

L95-04-14/FL St. Dept.
LS/--
cc: Beryl Weiner

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1995

RONIT M. STONE, ESQUIRE
SELVIN & WEINER & WEINBERGER
12401 WILSHIRE BLVD., 2ND FLOOR
LOS ANGELES, CA 90025-1015

SUBJECT: MEDICAL MANAGEMENT ENTERPRISES, INC.
Ref. Number: W95000003418

We have received your document for MEDICAL MANAGEMENT ENTERPRISES, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for $78.75 to be replaced by one in the correct amount of $78.75.

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 795A00006602

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
MEDICAL MANAGEMENT ENTERPRISES, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 20 PM 12: 23

DATED January 30, 1994

Pursuant to Section 307(b) of the California Corporations Code, the undersigned, being all of the directors of Medical Management Enterprises, Inc., a California corporation (the "Corporation"), do hereby dispense with the formality of a meeting and adopt the following resolutions by unanimous written consent:

> RESOLVED, that the Board of Directors have determined it would be in the best interests of the Corporation to conduct business in the State of Florida by becoming a co-general partner of Charter Commerce Partners, LTD., a Florida limited partnership.
>
> RESOLVED FURTHER, that the Corporation wishes to conduct business in Florida under the name of ALTER, Inc.
>
> RESOLVED FURTHER, that the officers of this corporation are instructed to take all actions to qualify this corporation to do business as a foreign corporation in the State of Florida.

DATED: January 30, 1994

Irving I. Moskowitz
IRVING I. MOSKOWITZ, M.D.,
Director

Cherna Moskowitz
CHERNA MOSKOWITZ,
Director

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:

F95000001924

1. Medical Management Enterprises, Inc., a California corporation
(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. California
(State or country under the law of which it is incorporated)

3. 95-3532851
(FEI number, if applicable)

4. February 22, 1980
(Date of incorporation)

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

6. January 1, 1994
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 4201 Long Beach Boulevard, Suite 304
Long Beach, California 90807
(Current mailing address)

FILED
1995 APR 20 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Management 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: Irving Moskowitz, M.D.

Office Address: 4744 N. Bay Road
Miami Beach, **Florida**, 33140
(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.

Irving Moskowitz, M.D.
(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 addresses of officers and/or directors:

A. **DIRECTORS**

Chairman: Irving Moskowitz, M.D.

Address: 4744 N. Bay Road

Miami Beach, FL 33140

Vice Chairman: ______

Address: ______

______

Director: Cherna Moskowtiz

Address: 4744 N. Bay Road

Miami Beach, FL 33140

Director: ______

Address: ______

______

FILED
1985 APR 20 PM 12 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. **OFFICERS**

President: Irving Moskowitz, M.D.

Address: 4744 N. Bay Road

Miami Beach, FL 33140

Vice President: ______

Address: ______

______

Secretary: Cherna Moskowitz

Address: 4744 N. Bay Road

Miami Beach, FL 33140

Treasurer: Cherna Moskowitz

Address: 4744 N. Bay Road

Miami Beach, FL 33140

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

13. Irving Moskowitz M.D.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Irving Moskowitz, M.D., President
(Typed or printed name and capacity of person signing application)

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 22nd *day of* February *, 19* 80 *,*

MEDICAL MANAGEMENT ENTERPRISES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 19th *day of* January, 1995

Bill Jones

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

94 25216

ds