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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-01/07/98--01001--015
***122.50 ***122.50

SUBJECT: Capitated Health Care Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John F. Black, President
(Name of Person)
Meridian Consulting, Inc.
(Firm/Company)
2874-A Remington Green Circle
(Address)
Tallahassee, Florida 32308
(City, State and Zip Code)

*no conflict
with 95-19416*

w98-312

Should you need to call someone concerning this matter, please call:

John F. Black at (850) 386-9898
(Name of Person) Area Code & Daytime Telephone Number

RECEIVED
98 JAN - 6 PM 4: 11
DIVISION OF CORPORATION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
98 JAN - 6 AM 8: 32

*Call
Ready*

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. Capitated Health Care 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 3. 65-0557422
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/23/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. No business transacted in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33315
(Current mailing address)

8. Health Care Services Company
(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:

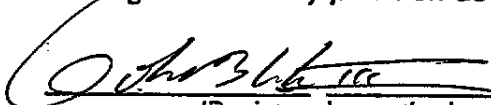
Name: John Black

Office Address: 2874-A Remington Green Circle

Tallahassee, Florida, 32308
(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.


(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.

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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: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Gary Jacobs

Address: 8360 West Oakland Park Boulevard, Suite 101

Sunrise, Florida 33315

Vice President: Susan Zimmerman, R.N.

Address: 8360 West Oakland Park Boulevard, Suite 101

Sunrise, Florida 33315

Secretary: Milton Wallace

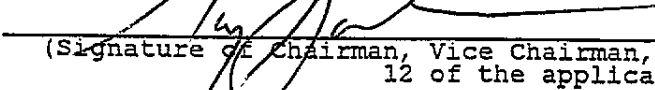
Address: 8360 West Oakland Park Boulevard, Suite 101

Sunrise, Florida 33315

Treasurer: None

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. Gary Jacobs, President
(Typed or printed name and capacity of person signing application)

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Capitated Health Care Services, Inc.

Directors:

Gary Jacobs
8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33351

Director

Stephen Savitsky
8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33351

Director

David Schulman
8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33351

Director

Arthur Shapiro, M.D.
8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33351

Director

Milton J. Wallace
8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33351

Director

Susan Zimmerman, R.N.
8360 West Oakland Park Boulevard, Suite 101
Sunrise, Florida 33351

Director

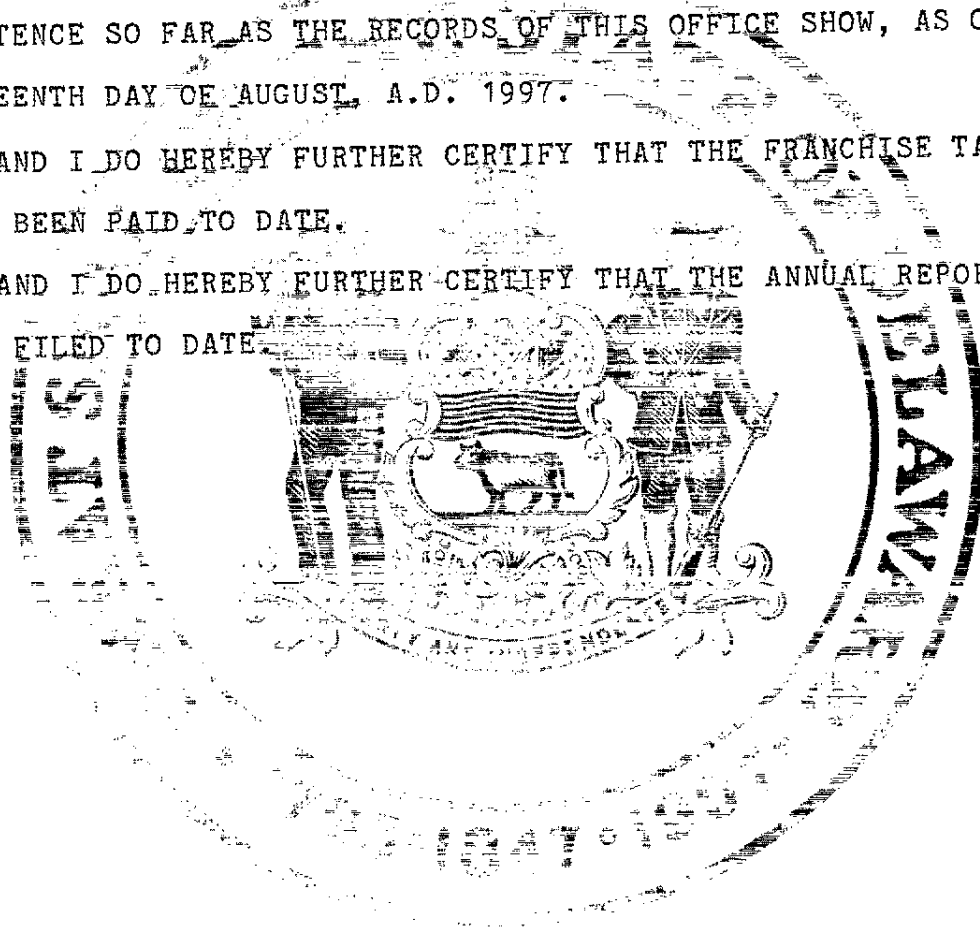
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITATED HEALTH CARE 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 FIFTEENTH DAY OF AUGUST, A.D. 1997.

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

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8609039

DATE:

08-15-97