

**CORPORATE
ACCESS,
INC.**

1126 Thomasville Road Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37086 (904) 222-2666 or (800) 962-1666 Fax (904) 222-1666

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Foreign

1.) ARC Management Services, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

98 SEP 29 AM 10:27
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TALLAHASSEE FLORIDA
9/29

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*****70.00 *****70.00

DIVISION OF CORPORATION

98 SEP 29 AM 9:56

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"When you need ACCESS to the world"
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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned James H. Spalding, do hereby certify
(Name)

that this Resolution of the Board of Directors of ARC Management Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Tennessee

was duly adopted on April 15, 198

Be it resolved, that ARC Management Services, Inc.
(Corporate Name)

organized and existing in the State of Tennessee, hereby adopts the name

Ambulatory Resource Centres Management Services, Inc. for use in Florida.

Dated: September 21, 1998

James H. Spalding
Signature of either Chairman, Vice Chairman or any officer

James H. Spalding, Secretary
Type or print name

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. ARC Management 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. Tennessee
(State or country under the law of which it is incorporated)

3. 62-1736048
(FEI number, if applicable)

4. 4/15/98
(Date of Incorporation)

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

6. 9/1/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 20 Burton Hills Boulevard, Suite 100, Nashville, TN 37215

(Current mailing address)

8. Ownership & management of freestanding ambulatory surgery and diagnostic facilities
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

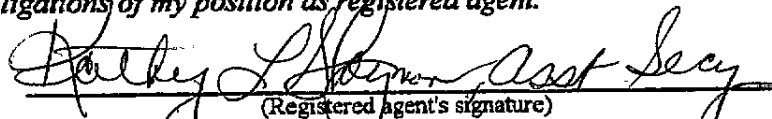
Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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: Charles N. Martin, Jr.

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

Vice Chairman: J. Michael Gould

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

Director: William V.B. Webb

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

Director: Charles T. Neal

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

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

President: William V.B. Webb

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

Vice President: Jerry M. Eyler

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

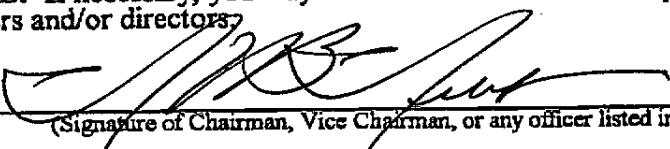
Secretary: James H. Spalding

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

Treasurer: Jerry M. Eyler

Address: 20 Burton Hills Blvd., Ste 100, Nashville, TN 37215

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. WILLIAM V.B. WEBB PRES & CEO
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 09/18/1998
REQUEST NUMBER: 98261127
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/15/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0349215
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ARC MANAGEMENT SERVICES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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SECRETARY OF STATE
NASHVILLE, TENNESSEE

FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/18/98

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$240.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$240.00

RECEIPT NUMBER: 00002364881
ACCOUNT NUMBER: 00101230

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

