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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
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Attn: Jeff Netherton

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CORPORATION(S) NAME

ECS of Louisiana, A Professional Medical Corporation

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                 |   |   |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input checked="" type="checkbox"/> CUS     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

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DIVISION OF CORPORATIONS  
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Acknowledgement \_\_\_\_\_  
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*BK*  
*10/8/99*

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CORPORATIONS  
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.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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1. ECS of Louisiana, A Professional Medical 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. Louisiana (State or country under the law of which it is incorporated) 3. 56-2106091 (FEI number, if applicable)

4. October 15, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. October 15, 1999 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2828 Croasdaile Drive  
Durham, North Carolina 27705  
(Current mailing address)

8. To recruit and place professional healthcare providers with healthcare facilities and institutions and to manage said healthcare professionals.  
(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)

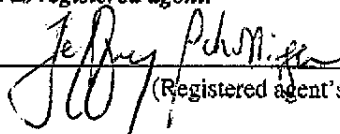
Name: Jeffrey Schillinger

Office Address: 1001 Ives Dairy Road, Suite 206

N. Miami Beach, Florida, 33179  
(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.

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: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: Bertram E. Walls, M.D.

Address: 2828 Croasdaile Drive

Durham, North Carolina 27705

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

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

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

President: Bertram E. Walls, M.D.

Address: 2828 Croasdaile Drive

Durham, North Carolina 27705

Vice President: \_\_\_\_\_

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

Secretary: Bertram E. Walls, M.D.                      Assistant Secretary: Anita S. Wegner

Address: 2828 Croasdaile Drive                      2828 Croasdaile Drive

Durham, North Carolina 27705                      Durham, NC 27705

Treasurer: Bertram E. Walls, M.D.

Address: 2828 Croasdaile Drive

Durham, North Carolina 27705

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

13. 

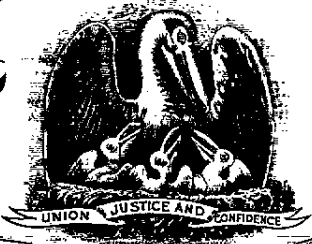
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Bertram E. Walls, M.D., President

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

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DIVISION  
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UNITED STATES OF AMERICA  
State of Louisiana



SECRETARY OF STATE  
DIVISION OF CLERKING  
99 OCT 18 PM 3:31

**Box McKeithen**  
**SECRETARY OF STATE**

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*

ECS OF LOUISIANA, A PROFESSIONAL MEDICAL CORPORATION

A LOUISIANA corporation domiciled at BATON ROUGE,

Filed charter and qualified to do business in this State on  
October 15, 1998,

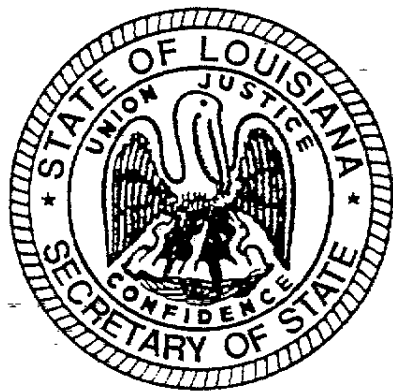
I further certify that the records of this Office indicate  
the corporation has paid all fees due the Secretary of  
State, and so far as the Office of the Secretary of State is  
concerned is in good standing and is authorized to do  
business in this State.

I further certify that this Certificate is not intended to  
reflect the financial condition of this corporation since  
this information is not available from the records of this  
Office.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on,*

September 9, 1999

*Box McKeithen*



CAS 34696330D

*Secretary of State*