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FOREIGN LIMITED LIABILITY COMPANY

AMBULATORY CARE CENTERS OF AMERICA LLC

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSMIT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.502, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSMIT BUSINESS IN THE STATE OF FLORIDA:

- 1. Ambulatory Care Centers of America, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. _____
(FEI number, if applicable)
- 4. June 2, 2004
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. June 2, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 200 31st Avenue North
Nashville, TN 37203
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- Tommy P. Hui, 1483 Campus Drive, Berkeley, CA 94708
- W. Scott Riegle, 200 31st Avenue North, Nashville, TN 37203
- H. Thomas Scott, 200 31st Avenue North, Nashville, TN 37203

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The development and acquisition of ownership interests in and the management and operation of a free-standing ambulatory surgery center.

H. Thomas Scott
 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
 H. Thomas Scott, Member
 Typed or printed name of signee

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 TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Ambulatory Care Centers of America, LLC

2. The name and the Florida street address of the registered agent and office are:

NRAI Services, Inc.
(Name)

526 E. Park Avenue
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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 TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

By: *Glenn Delon Andrews, Spl. Asst. Secretary*
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

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Delaware

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The First State

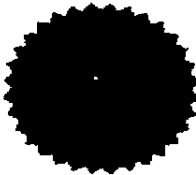
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMBULATORY CARE CENTERS OF AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JUNE, A.D. 2004.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMBULATORY CARE CENTERS OF AMERICA, LLC" WAS FORMED ON THE FIFTEENTH DAY OF JUNE, A.D. 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3164447

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DATE: 06-10-04

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