

F00000001787

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March 20, 2000

VIA FEDEX

Florida Secretary of State
Division of Corporations
Qualification/Tax Lien Section
409 East Gaines Street
Tallahassee, Florida 32399

200003183252--8
-03/24/00--01074--014
*****87.50 *****87.50

Re: Ambulatory Care Centers of America, Inc.

Dear Sir/Madam:

Enclosed for filing is the Application for Authorization to Transact Business, in duplicate, for the above-referenced corporation. Also included with the Application are the required Consent of Registered Agent and Certificate of Good Standing from the State of Delaware. Our firm check for \$87.50 in payment of your fees is also enclosed.

Please return evidence of filing to my attention at the above address via FedEx. Our FedEx account number is 0681-0008-9. For your convenience, a prepaid, self-addressed return FedEx label is enclosed.

If you have any questions or if anything further is needed to complete this filing, please feel free to call me at (402) 346-6000. Thank you for your assistance.

Sincerely,

Mary Bronson

Mary K. Bronson
Legal Assistant
mary.bronson@kutakrock.com

Name Availability	
Document Examiner	DCC
Updater	DCC
Enclosures	CC
Adm. Acknowledgement	DCC
W. P. Verifier	DCC

FILED
MAR 24 PM 1:00
SECTION OF STATE
TALLAHASSEE, FLORIDA

F00000001787

**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. Ambulatory Care Centers of America, 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
(State or country under the law of which it is incorporated)

3. 39-1964361
(FEI number, if applicable)

4. June 15, 1999
(Date of incorporation)

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

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2926 Elizabeth Warren Avenue

Butte, Montana 69701
(Current mailing address)

8. The development and acquisition of ownership interests in and the management
~~and operation of a free standing ambulatory surgery center~~
(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: National Corporate Research, Ltd.

Office Address: 1406 Hays Street, Suite 2

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.

See Attached Exhibit A

(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)

FILED
MAR 24 PM 1:00
STATE
TALLAHASSEE
FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Charles M. Harris

Address: 2926 Elizabeth Warren Avenue
Butte, Montana 59701

Director: Robert L. Cohen

Address: 1650 Farnam Street
Omaha, Nebraska 68102

Director: Jan Diedrich

Address: 2281 Lee Road, Suite 201
Winter Park, Florida 32789

Director: Ann A. Heaton

Address: 2281 Lee Road, Suite 201
Winter Park, Florida 32789

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

President: Charles M. Harris

Address: 2926 Elizabeth Warren Avenue
Butte, Montana 59701

Vice President: Jan Diedrich

Address: 2281 Lee Road, Suite 201
Winter Park, Florida 32789

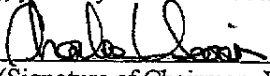
Secretary: Robert L. Cohen

Address: 1650 Farnam Street
Omaha, Nebraska 68102

Treasurer: Ann A. Heaton

Address: 2281 Lee Road, Suite 201
Winter Park, Florida 32789

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. Charles M. Harris, President
(Typed or printed name and capacity of person signing application)

FILED
00 MAR 24 PM 1:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EXHIBIT A

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. Ambulatory Care Centers of America, 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. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. _____ 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. _____
(Current mailing address)

8. _____
(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)

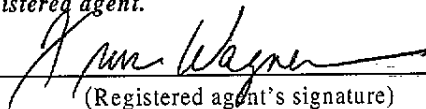
Name: National Corporate Research, Ltd.

Office Address: 1406 Hays Street, Suite 2

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(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)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMBULATORY CARE CENTERS OF AMERICA, 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 THIRTEENTH DAY OF MARCH, A.D. 2000.

FILED
00 MAR 24 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0312332

DATE: 03-13-00