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ACCOUNT NO. : 072100000032
REFERENCE : 685913 7174751
AUTHORIZATION : Patricia Pujate
COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -4 AM 11:12

ORDER DATE : May 4, 2000

ORDER TIME : 3:48 PM

ORDER NO. : 685913-005

CUSTOMER NO: 7174751

700003240297--9

CUSTOMER: Michael J. Freeman, Esq
Michael J. Freeman, Esq.
153 Sevilla Avenue

Coral Cables, FL 33134

FOREIGN FILINGS

NAME: HEALTHSTAR CORP.

5

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CINDY HARRIS

5/5

RECEIVED
00 MAY -4 PM 4:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

**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.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. HEALTHSTAR CORP.
(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. 91-1934592
(FEI number, if applicable)
4. August 31, 1998
(Date of incorporation)
5. "perpetual"
(Duration: Year corp. will cease to exist or "perpetual")
6. May 8, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2875 NW 191 Street, Suite #601, Aventura, Florida 33180
(Current mailing address)
8. Financial services
(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: MJF Registered Agent Corp.
Office Address: 153 Sevilla Avenue
Coral Gables, Florida, 33134
(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.

Michael J. Freeman, Pres.
(Registered agent's signature)

Michael J. Freeman, President

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)
EDWARD M. CHISM - 2875 NE 191 St., #601, Aventura, FL 33180

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

Chairman: EDWARD M. CHISM

Address: 2875 NE 191 Street, #601
Aventura, Florida 33180

Vice Chairman: ISDORE BUHOLZER, JR

Address: 2875 NE 191 Street, #601
Aventura, Florida 33180

Director: DAVID J. LEWIS

Address: 2875 NE 191 Street, #601
Aventura, Florida 33180

Director: LUIS QUERAL, M.D. and: MICHAEL FLAX, DDS

Address: 2875 NE 191 Street, #601 2875 NE 191 Street, #601
Aventura, Florida 33180 Aventura, Florida 33180

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

President: _____

Address: _____

Vice President: _____

Address: _____

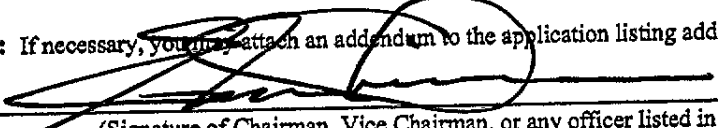
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you must 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. EDWARD M. CHISM

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

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00 MAY -4 AM 11:12

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -4 AM 11:12

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHSTAR CORP." 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 SECOND DAY OF MAY, A.D. 2000.


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

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0413208

05-02-00