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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 11/1

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Corporation(s) Name

CPS/PhyAmerica Physician Services, Inc.

<input checked="" type="checkbox"/> Profit <input type="checkbox"/> Nonprofit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Foreign <input type="checkbox"/> LLC	<input type="checkbox"/> Dissolution <input type="checkbox"/> Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership <input type="checkbox"/> Reinstatement <input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3	<input type="checkbox"/> UBR <input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Other <input type="checkbox"/> Ch RA
***Special Instructions**		

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<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

BK 11/9

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. CPS/PhyAmerica Physician 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. North Carolina

(State or country under the law of which it is incorporated)

3. 56-1792481

(FEI number, if applicable)

4. 08-20-92

(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. 2828 Croasdaile Drive, Durham, NC 27705

(Current mailing address)

8. holding company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

(Registered agent's signature)

ALLAN FARNELL
ASSISTANT SECRETARY

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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Eugene F. Dauchert, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eugene F. Dauchert, Jr., Vice President
(Typed or printed name and capacity of person signing application)

Current Officers and Directors

CPS/PhyAmerica Physician Services, Inc.

<u>Director</u>	<u>Title</u>
Eugene F. Dauchert Jr.	Director
Steven M. Scott M.D.	Director
Marc V. Weiner	Director

<u>Officer</u>	<u>Title</u>
Steven M. Scott M.D.	President & Chief Executive Officer
Eugene F. Dauchert Jr.	Vice President
Tammy Davis	Vice President
Marc V. Weiner	Vice President
Rhonda Abashian	Secretary
Joann W. Anderson	Assistant Secretary

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All at 2828 Croasdaile Drive
Durham, NC 27705



NORTH CAROLINA

Department of The Secretary of State

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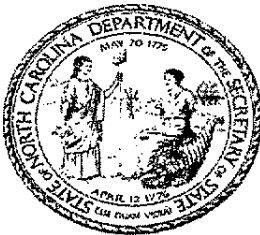
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

CPS/PHYAMERICA PHYSICIAN SERVICES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 20th day of August, 1992, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of October, 2000.

Elaine F. Marshall
Secretary of State