

GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (800) 342-9856
Fax (800) 354-3381

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February 9, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/12/01--01005--015
*****70.00

Re: PARK AVENUE SENIOR MEDICINE, P.C.

Enclosed herein please find and original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named NEW YORK corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. WHEN THE DOCUMENT IS FILED PLEASE RETURN IT TO MY ATTENTION IN THE SECOND FED EX ENVELOPE I HAVE ENCLOSED.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

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**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. Park Avenue Senior Medicine, P.C.

(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. New York

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

3. 13-4146693

(FEI number, if applicable)

4. 11/09/2000

(Date of incorporation)

5. perpetual

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

6. Date of filing of this application

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

7. One North Lexington Avenue

White Plains, New York 10601

(Current mailing address)

8. Medical 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: NationsCorp Registered Agents, Inc.

Office Address: 526 East Park Avenue

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.

Betty S. Young
(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)

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CLERK OF THE COURT

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mitchel Kaplan, MD

Address: 10 Marbourne Drive, Mamaroneck, NY 10543

Director: Daniel Sussman, MD

Address: 241 West 23rd Street, New York, NY 10011

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

President: Mitchel Kaplan, MD

Address: 10 Marbourne Drive, Mamaroneck, NY 10543

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF FLORIDA
TALLAHASSEE

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. Mitchel Kaplan, MD - President
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of PARK AVENUE SENIOR MEDICINE, P.C. was filed on 11/09/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of February
two thousand and one.*


Special Deputy Secretary of State