

F02000003173

CT CORPORATION

CORPORATION(S) NAME

Plus One Clinics, Inc.

500005894035--9

-06/21/02--01005--003

*****70.00 *****70.00

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

6/20/02

Order#: 5424817

Ref#:

Amount: \$

Name	Name
Availability	Availability
Document	Document
Examiner	Examiner
Updater	Updater
Verifier	Verifier
W.P. Verifier	W.P. Verifier
	DCC
Management	DCC
660 East Jefferson Street	
Tallahassee, FL 32301	
Tel. 850 222 1092	
Fax 850 222 7615	

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RECEIVED
02 JUN 20 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**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. **PLUS ONE CLINICS, 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. _____

(FEI number, if applicable)

4. **July 20, 1987**

(Date of incorporation)

5. **Perpetual**

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

6. **Upon filing of this Certificate**

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

7. **c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801**

New York, NY 10038

(Current mailing address)

8. **To engage in any lawful act or activity for which corporations may be formed.**

(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

Connie Bryan *Connie Bryan, Special Asst. Secy.*
(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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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

~~Chairman~~ **Director: Peter Bruno**

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801
New York, NY 10038

~~Vice Chairman~~ **Director: Tom DeMarzo**

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801
New York, NY 10038

Director: Carl Hochman

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801
New York, NY 10038

Director: Michael Motta

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801, New York, NY 10038

*****SEE ATTACHED ADDENDUM FOR ADDITIONAL DIRECTORS*****

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

President: Michael Motta

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801
New York, NY 10038

Vice President: _____

Address: _____

Secretary: William M. Horne

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801
New York, NY 10038

Treasurer: William M. Horne

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801
New York, NY 10038

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

13. Michael Motta
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael Motta, President of Plus One Clinics, Inc.

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

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TALLAHASSEE, FLORIDA

ADDENDUM
to
**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**
of
PLUS ONE CLINICS, INC.

A. DIRECTORS (continued)

Director: Don Sculli

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801, New York, NY 10038

Director: Mort Swinsky

Address: c/o Plus One Holdings, Inc., 75 Maiden Lane, Suite 801, New York, NY 10038

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

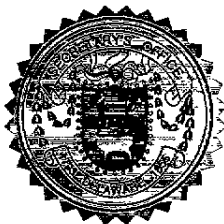
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLUS ONE CLINICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2002.

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

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

02 JUN 20 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2132535 8300

AUTHENTICATION: 1834304

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DATE: 06-17-02