

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

F0200 0003305

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: LYDIA LOTT

DATE: 6-27-02

REF. #: 0438.7490

CORP. NAME: NEIGHBORHOOD HEALTH HOLDING
CORP.

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | _____ | |

RECEIVED
02 JUN 27 PM 12:22
02 JUN 27 PM 1:38
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 502623 FOR \$ 70⁰⁰

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

700006068667--5
-06/27/02--01061--005
*****70.00 *****70.00

COST LIMIT: \$ _____

PLEASE RETURN:

- | | |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

PLAIN STAMPED COPY
UB
6-27-02

Examiner's Initials

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. Neighborhood Health Holding 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 3. 74-3030873
 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 6, 2002 5. Perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 7600 Corporate Center Drive Miami FL 33126
 (Principal office address)
- 7600 Corporate Center Drive Miami FL 33126
 (Current mailing address)

8. The purpose of Neighborhood Health Holding Corp. is to engage in all activities whatsoever relating to the ownership of Neighborhood Health Partnership, Inc., including (without limitation) all other activities whatsoever that are necessary or incidental thereto, and all other lawful business or activity permitted by law.

(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., Inc. 7407103
- Office Address: 1406 Hays Street, Suite #2
- Tallahassee, Florida 32301
 (City) (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.

Colleen DeVries
 (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.

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Joseph R. Papa
Address: 7600 Corporate Center Drive
Miami, Florida 33126

Vice Chairman: _____
Address: _____

Director: John T. Fries
Address: 7600 Corporate Center Drive
Miami, Florida 33126

Director: _____
Address: _____

B. OFFICERS

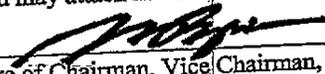
President: Joseph R. Papa
Address: 7600 Corporate Center Drive
Miami, Florida 33126

Vice President: _____
Address: _____

Secretary: John T. Fries
Address: 7600 Corporate Center Drive
Miami, Florida 33126

Treasurer: John T. Fries
Address: 7600 Corporate Center Drive
Miami, Florida 33126

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. Joseph R. Papa, President and CEO
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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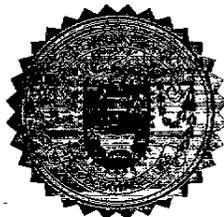
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEIGHBORHOOD HEALTH HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEIGHBORHOOD HEALTH HOLDING CORP." WAS INCORPORATED ON THE SIXTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLMAN/SSEF, F10911A

APPROVED
AND
FILED



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1854856

020415381

DATE: 06-26-02