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TALLAH, SEE, FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Integrated Physician Solutions, Inc.

Certificate of Status	0
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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. Integrated Physician Solutions, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 58-2260543

(FEI number, if applicable)

4. 9/24/96

(Date of incorporation)

5. Perpetual

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

6. upon filing

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty/liability)

7. 1805 Old Alabama Road, Suite 350 Roswell, GA 30076

(Principal office address)

same as above

(Current mailing address)

8. Healthcare

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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.

By: Shelley Savage

C T Corporation System

(Registered agent's signature)

Shelley Savage
Vice 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 business addresses of officers and/or directors:

A. DIRECTORS**FILED**Chairman: please see attached list

Address: _____

2004 OCT 25 A 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Terrence L. BauerAddress: 1805 Old Alabama Road, Suite 350 Roswell, GA 30076

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Stephen H. MurdockAddress: 1805 Old Alabama Road, Suite 350 Roswell, GA 30076

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

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



Integrated Physician Solutions

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Board of DirectorsSECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Terrence L. Bauer, Chairman</u> 1805 Old Alabama Road, Suite 350 Roswell, GA 30076	<u>Robert P. Pinkas</u> Brantley Venture Partners, L.P. 3201 Enterprise Pkwy., Suite 350 Beachwood, OH 44122
<u>Michael J. Finn</u> Brantley Venture Partners, L.P. 3201 Enterprise Pkwy., Suite 350 Beachwood, OH 44122	<u>Joseph M. Valley, Jr.</u> 1244 Queens Island Court Jacksonville, FL 32225
<u>Thomas J. Hery, M.D.</u> Pediatric Group Associates 1625 23 rd Avenue Moline, IL 61265-4856	<u>Joseph D. Sansone</u> 945 Tiverton Lane Alpharetta, GA 30022

Officers

<u>Terrence L. Bauer, Chairman</u> 1805 Old Alabama Road, Suite 350 Roswell, GA 30076	<u>Stephen H. Murdock</u> Corporate Secretary Integrated Physician Solutions, Inc. 1805 Old Alabama Road, Suite 350 Roswell, GA 30076
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Delaware

PAGE 1

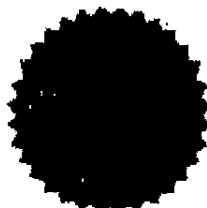
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTEGRATED PHYSICIAN SOLUTIONS, 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "INTEGRATED PHYSICIAN SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1996.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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040765742

AUTHENTICATION: 3431119

DATE: 10-25-04