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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

VEIN CLINCS OF AMERICA, INC.

Certificate of Status	0
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

VEIN CLINICS OF AMERICA, INC.

1. VEIN CLINICS OF AMERICA, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/8/1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1101 Perimeter Drive, Suite 615, Schaumburg, Illinois 60173
(Principal office address)
- 30 South Wacker Drive, Suite 2600, Chicago, Illinois 60606
(Current mailing address)

8. Ownership, management and operation of medical clinics and medical practices
(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: Corporate Research Solutions, Inc.

Office Address: 1333 N. Duval Street
Tallahassee, Florida 32303
(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.

Richard Orozco

Richard Orozco, 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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kush K. AgarwalAddress: 1101 Perimeter Drive, Suite 615Schaumburg, IL 60173Director: D. Brian McDonaghAddress: 1101 Perimeter Drive, Suite 615Schaumburg, IL 60073**B. OFFICERS**President: Kush K. AgarwalAddress: 1101 Perimeter Drive, Suite 615Schaumburg, IL 60173

Vice President: _____

Address: _____

Secretary: D. Brian McDonaghAddress: 1101 Perimeter Drive, Suite 615, Schaumburg, IL 60173

Treasurer: _____

Address: _____

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. Kush K. Agarwal, President

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

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VEIN CLINICS OF AMERICA, 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-EIGHTH DAY OF MARCH, A.D. 2005.

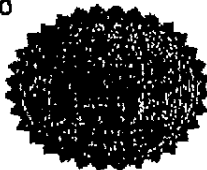
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VEIN CLINICS OF AMERICA, INC." WAS INCORPORATED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1987.

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TALLAHASSEE FLORIDA

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AUTHENTICATION: 3768839

DATE: 03-28-05

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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