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(((H06000037137 3)))

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FLORIDA PROFIT/NON PROFIT CORPORATION

THE LITTLE CLINIC OF FLORIDA INC

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2/13
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H 06000037137 3

**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. The Little Clinic of Florida, 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. 20-4236094
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 1, 2006 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. 9721 Ormsby Station Road, Louisville, KY 40223
(Principal office address)

9721 Ormsby Station Road, Louisville, KY 40223
(Current mailing address)

8. The purpose of the corporation is to manage and operate walk-in healthcare clinics.
(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

Cynthia L. Harris
as its agent

By: Cynthia L. Harris
(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 business addresses of officers and/or directors:

H 06000037137 3

H06000037137 3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: Bruce Peacock

Address: 9721 Ormsby Station Road, Louisville, KY 40223

(please note that no Chairman or Vice Chairman of the board was designated-each person on this list is a director)

Director: Mike O'Donnell

Address: 9721 Ormsby Station Road, Louisville, KY 40223

Director: Bradley H. Pruitt

Address: 9721 Ormsby Station Road, Louisville, KY 40223

B. OFFICERS

President: Mike O'Donnell

Address: 9721 Ormsby Station Road, Louisville, KY 40223

Vice President: _____

Address: _____

Secretary: Bradley H. Pruitt

Address: 9721 Ormsby Station Road, Louisville, KY 40223

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. Bradley H. Pruitt, Secretary
(Typed or printed name and capacity of person signing application)

H06000037137 3

H06000037137 3

Delaware

PAGE 1

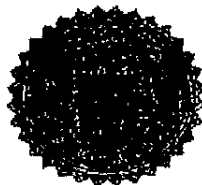
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE LITTLE CLINIC OF FLORIDA, 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 NINTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE LITTLE CLINIC OF FLORIDA, INC." WAS INCORPORATED ON THE FIRST DAY OF FEBRUARY, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4103675 8300

AUTHENTICATION: 4513158

060125680

DATE: 02-09-06

H06000037137 3