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CT CORP

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Florida Department of State
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Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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FOREIGN PROFIT/NONPROFIT CORPORATION

Med3000 Acquisition Corporation

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D. Brown APR 28 2006

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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. MED0000 Acquisition Corporation

(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. 20-4599800

(FEI number, if applicable)

4. March 17, 2006

(Date of incorporation)

5. perpetual

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

6. anticipated on May 1, 2006

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

7. 680 Anderson Drive, Foster Plaza 10, Pittsburgh, PA 15220

(Principal office address)

680 Anderson Drive, Foster Plaza 10, Pittsburgh, PA 15220

(Current mailing address)

8. Healthcare management, and any other lawful business for which corporations may be qualified to do business in FL.

(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: CT 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.

CT Corporation System

By:

(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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Patrick V. Hampson

Address: 680 Anderson Drive, Foster Plaza 10, Pittsburgh, PA 15220

Director: David W. Dillon

Address: 680 Anderson Drive, Foster Plaza 10, Pittsburgh, PA 15220

B. OFFICERS

President: Patrick V. Hampson - Chief Executive Officer

Address: 680 Anderson Drive, Foster Plaza 10, Pittsburgh, PA 15220

Vice President: David W. Dillon, Senior Vice President, Secretary and Treasurer

Address: 680 Anderson Drive, Foster Plaza 10, Pittsburgh, PA 15220

Secretary: _____

Address: _____

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. DAVID W. DILLON SECRETARY

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

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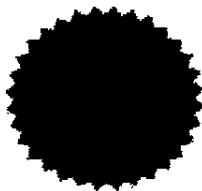
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MED3000 ACQUISITION CORPORATION" 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 APRIL, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MED3000 ACQUISITION CORPORATION" WAS INCORPORATED ON THE SEVENTEENTH DAY OF MARCH, A.D. 2006.

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



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060382364

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4694277

DATE: 04-25-06