

To:
Subject:

F08000002123

From: Patricia Tarkenton

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FILED
08 MAY -9 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0409.86697

FOREIGN PROFIT/NONPROFIT CORPORATION

MBF HEALTHCARE ACQUISITION CORP.

Certificate of Status	0
Certified Copy	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. MBF Healthcare Acquisition 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.)

(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. 22-3934207
(FEI number, if applicable)
4. June 2, 2006
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual")

6. UPON FILING OF APPLICATION.
(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. 121 Alhambra Plaza, Suite 1100, Coral Gables, Florida 33134
(Principal office address)

121 Alhambra Plaza, Suite 1100, Coral Gables, Florida 33134
(Current mailing address)

8. Any lawful business permitted to corporations in the State of Florida
(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: **CORPDIRECT AGENTS, INC.**
Office Address: 515 East Park Avenue Tallahassee, FL 32301
(Street) (City) (State) (Zip)

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.

CORPDIRECT AGENTS, INC.

By: Patricia Tadlock
Name: Patricia Tadlock
Title: Assistant 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: Miguel B. Fernandez
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Director: Jorge L. Rico
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Director: Marcio C. Cabrera
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Director: Carlos A. Saladrigas
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Director: Roger J. Medel, M.D.
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Director: Antonio L. Argiz
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

B. OFFICERS


Chairman and Chief Executive Officer: Miguel B. Fernandez
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Vice Chairman: _____
Address: _____

Senior Vice President and Chief Operating Officer: Jorge L. Rico
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

Senior Vice President and Chief Financial Officer: Marcio C. Cabrera
Address: 121 Alhambra Plaza, Suite 1100, Coral Gables, FL 33134

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. Jorge L. Rico, Senior Vice 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 "MBF HEALTHCARE ACQUISITION 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 NINTH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MBF HEALTHCARE ACQUISITION CORP." WAS INCORPORATED ON THE SECOND DAY OF JUNE, A.D. 2006.

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.

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TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6580080

DATE: 05-09-08

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