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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

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-04/03/95--01032--008
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SUBJECT: GADSDEN PHYSICIAN SERVICES, MDS. INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James F. McCollum
(Name of Person)

McCollum & Johnson, P.A.
(Firm/Company)

129 South Commerce Avenue
(Address)

Sebring, FL 33870

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

James F. McCollum
(Name of Person)

at (813) 385 - 5188
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. GADSDEN PHYSICIAN SERVICES, MDS, INC.
(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.)
2. Alabama 26, 1995 3. 63-1136312
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 26, 1995 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 26, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. Post Office Box 131
Sebring, FL 33871-0131
(Current mailing address)
8. Maintain checking account
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: James F. McCollum of McCollum & Johnson, P.A.

Office Address: 129 South Commerce Avenue

Sebring

, Florida , 33870

(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.


(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.

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

A. DIRECTORS

Chairman: Giles D. Miller
Address: 1229 Lakeside Way
Sebring, FL 33870

Vice Chairman: Wesley L. Bickel
Address: 2872-B Winding Oaks Lane
West Palm Beach, FL 33414

Director: Gabriel A. Pulido
Address: 4116 Medina Way
Sebring, FL 33872

Director: Amy U. Miller
Address: 1229 Lakeside Way
Sebring, FL 33870

B. OFFICERS

President: Giles D. Miller
Address: 1229 Lakeside Way
Sebring, FL 33870


Vice President: Wesley L. Bickel
Address: 2872-B Winding Oaks Lane
West Palm Beach, FL 33414

Secretary: Amy U. Miller
Address: 1229 Lakeside Way
Sebring, FL 33870

Treasurer: Gabriel A. Pulido
Address: 4116 Medina Way
Sebring, FL 33872

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.

Giles D. Miller, Chairman

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

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Gadsden Physician Services, MDS, Inc.

This domestic corporation name is proposed to be incorporated in Montgomery County and is for the exclusive use of Andrea Hamilton, 1201 Hays St, Tallahassee, FL 32301 for a period of one hundred twenty days beginning January 19, 1995 and expiring May 20, 1995.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 19, 1995

Date

Jim Bennett

Jim Bennett

Secretary of State