

F950000/603

TRANSMITTAL LETTER

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

500001445805
-04/03/95--01032--010
*****70.00 *****70.00

SUBJECT: UPSTATE 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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 PM 2:27
mm

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

James F. McCollum at (813) 385 - 5188
(Name of Person) 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

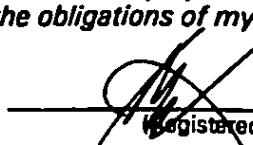
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**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. UPSTATE 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. South Carolina
(State or country under the law of which it is incorporated)
3. 59-3290661
(FEI number, if applicable)
4. January 26, 1995
(Date of Incorporation)
5. perpetual
(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 33871-1031
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR - 3 PM 2:27

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

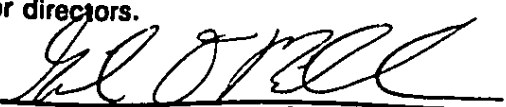
A. DIRECTORS

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 PM 2:27

The State of South Carolina



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -3 PM 2:27

Office of Secretary of State Jim Miles

Certificate of Existence

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

UPSTATE PHYSICIAN SERVICES, MDS, INC.,
a corporation duly organized under the laws of the State of South Carolina on
January 26th, 1995, and having a perpetual duration unless otherwise indicated
below, has as of the date hereof filed all reports due this office, paid all fees, taxes
and penalties owed to the Secretary of State, that the Secretary of State has not
mailed notice to the Corporation that it is subject to being dissolved by administrative
action pursuant to Section 33-14-210 of the South Carolina Code, and that the
corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State at Columbia this 26th day of
January, 1995.

Handwritten signature of David M. Beasley in black ink.

David M. Beasley, Governor

Handwritten signature of Jim Miles in black ink.

Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.