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CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

500001487095
-05/15/95--01011--016
*****70.00 *****70.00

CORPORATION(S) NAME

Sedona Healthcare Group, Inc.

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(X) Profit
( ) NonProfit
( ) Limited Liability
(X) Foreign
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CR2E031 (1-89)

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. SEDONA HEALTHCARE GROUP, INC.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Delaware
(State or country under the law of which it is incorporated)

3. February 22, 1994
(Date of incorporation)

4. Perpetual
(Duration)

5. 62-1550550
(Federal Employer Identification number, if applicable)

6. upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Suite 300, 6320 Quadrangle Drive, Chapel Hill, North Carolina 27514
(Current mailing address)

8. Create, staff and manage primary care practices.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Mark Sandroff
Address: Suite 300, 6320 Quadrangle Drive
Chapel Hill, North Carolina 27514

Vice Chairman:
Address:

Director: David L. Joyce
Address: Suite 300, 6320 Quadrangle Drive
Chapel Hill, North Carolina 27514

Director: David Swenson
Address: Suite 300, 6320 Quadrangle Drive
Chapel Hill, North Carolina 27514

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(FLA.-2189 - 2/1/92)

9. Officers:

President: David L. Joyce

Address: Suite 300, 6320 Quadrangle Drive
Chapel Hill, North Carolina 27514

Vice President:

Address:

Secretary: David Swenson

Address: Suite 300, 6320 Quadrangle Drive
Chapel Hill, North Carolina 27514

Treasurer:

Address:

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(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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: C T Corporation System
(Officer)
Kevin J. Gallagher, Asst. V.P.
(Typed Name and Title of Officer)

12. 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.

13. David L. Joyce
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. David L. Joyce, President
(Name and capacity of person signing application)

(FLA.-2189)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEDONA HEALTHCARE GROUP, 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 TWELFTH DAY OF APRIL, A.D. 1995.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7470495

DATE: 04-12-95