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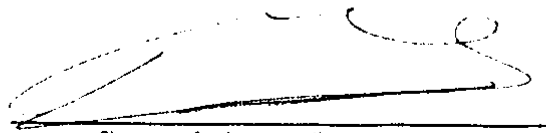
To: Lee Rivers

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Leonardo A. Berezovsky, M.D., do hereby certify that this Resolution of the Board of Directors of AHI Healthcare Systems, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on October 23, 19 95.

Resolved, that AHI Healthcare Systems, Inc. organized and existing in the State of Delaware, hereby adopts the name Alliance Healthcare Systems, Inc. for use in Florida

Dated: October 23 1995



Signature of at least one director

Leonardo A. Berezovsky, M.D.
Chairman of the Board

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. AHI Healthcare Systems, 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. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. June 14, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 12620 Erickson Avenue, Suite A, Downey, California 90241
(Current mailing address)
8. managed healthcare
(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: Insurance Commissioner
Office Address: Capitol Building
Tallahassee, Florida,
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

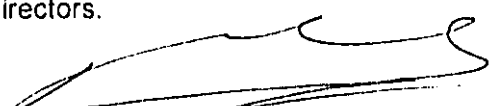
Address: _____

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Treasurer: _____

Address: _____

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. Leonardo A. Berezovsky, M.D. Chairman of the Board
(Typed or printed name and capacity of person signing application)

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LIST OF OFFICERS AND DIRECTORS

AHI HEALTHCARE SYSTEMS, INC.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Leonardo A. Berezovsky, M.D.	Chairman of the Board and Chief Executive Officer	12620 Erickson Avenue Suite A Downey, CA 90241
Saul A. Honigstein	President, Chief Operating Officer and Director	12620 Erickson Avenue Suite A Downey, CA 90241
H. R. Brereton Barlow	Chief Financial Officer and Senior Vice President	12620 Erickson Avenue Suite A Downey, CA 90241
Jose Spiwak, M.D.	Co-Secretary and Director	12620 Erickson Avenue Suite A Downey, CA 90241
Kaushal Tamboli, M.D.	Co-Secretary and Director	12620 Erickson Avenue Suite A Downey, CA 90241
Charles Klieman, M.D.	Director	12620 Erickson Avenue Suite A Downey, CA 90241

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FILED
NOV 1 1995
FBI - DOWNY

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AHI HEALTHCARE SYSTEMS, 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 TWENTIETH DAY OF OCTOBER, A.D. 1995.

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

44-3-11-1-10-1995



Edward J. Freel
Edward J. Freel, Secretary of State

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950242299

ATTEST: ALICE

CLERK

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10-20-95

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95 NOV 22 PM 1:59
RECEIVED
TALLAHASSEE

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

8000001648078
-11/29/95--01007--002
*****35.00 *****35.00
8000001648078
-11/29/95--01007--003
*****8.75 *****8.75

AHT Healthcare Systems, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other Affected |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> CUS/ 6/8 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

11/22/95
3:00

PLEASE RETURN EXTRA COPY(S)
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N. HENDRICKS NOV 22 1995

DROPPING
D.B. A.

2nd
File

CH2E031 (1-89)

CT CORPORATION SYSTEM

818 West Seventh Street
Los Angeles, CA 90017
Tel 213 622 8252
Fax 213 614 9147

NOV 22 1995

CT - Tallahassee

Stephanie Brooks, CT - Los Angeles

November 9, 1995

Order No. 407415
AHI Healthcare Systems, Inc. (a California corporation)

Enclosed for filing is an application to withdraw and copy for the above corporation. Also attached is our check for the filing fee of \$35.00.

Can you please file simultaneously with this withdrawal the attached affidavit, indicating that AHI Healthcare Systems, Inc. (a Delaware corporation) now wishes to operate in Florida under the name of AHI Healthcare Systems, Inc. instead of its former dba of Alliance Healthcare Systems, Inc. A check for the filing fee of \$35.00 is also attached.

Evidence of these filings should be returned to this office by Federal Express.

If there are any questions, please give me a call.

Thanks.

Stephanie Brooks

Stephanie Brooks
Customer Specialist

FILED
95 NOV 22 PM 1:53
SHERIFF
DALLAS COUNTY

AFFIDAVIT

I, Leonardo Berezovsky, M.D., Chairman of the Board of AHI Healthcare Systems, Inc., a corporation organized under the laws of the State of Delaware, declare that the board of director's has passed a resolution authorizing the company to operate in the State of Florida under the name AHI Healthcare Systems, Inc., replacing the name Alliance Healthcare Systems, Inc.


Leonardo Berezovsky, M.D.
Chairman of the Board

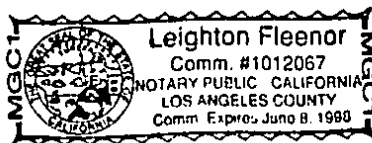
Date: 11-20-95

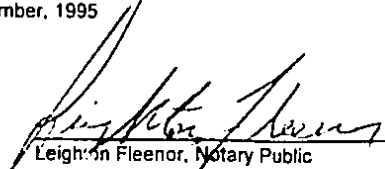
State of California
County of Los Angeles

BEFORE ME this day personally appeared Leonardo Berezovsky, M.D. who, being duly sworn, deposes and says that he executed the above Affidavit and that statements and information contained in this statement are true and correct.

Sworn to and subscribed before me this 9th day of November, 1995

(Notary Seal)




Leighton Fleenor, Notary Public

My commission expires June 8, 1998

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

900002169719--S
-05/07/97--01079--010
*****35.00 *****35.00

CORPORATION(S) NAME

AHI Healthcare Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

97 MAY -7 AM 11:28
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DIVISION OF CORPORATION

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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517

John R.A. Change

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: AHI HEALTHCARE SYSTEMS, INC.

1b. Date of incorporation June 14, 1995 Document number 895000005347

2. The name and address of the current registered agent and office:

Insurance Commissioner, Capitol Building, Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James A. Lebovitz

SIGNATURE

5/1/97

DATE

James A. Lebovitz, Senior Vice President

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: M. Fitzpatrick
(Registered Agent) M.T. Fitzpatrick

DATE 5/1/97 Assistant Secretary

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00