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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

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City State Zip Phone

CORPORATION(S) NAME

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Phyllis of Central Georgia, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. PhyMatrix of Central Georgia, 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. March 28, 1996

(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 617.156, F.S.))

7. 777 South Flagler Drive, West Palm Beach, Florida 33401

Suite 1000E

(Current mailing address)

8. See attached purpose clause

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(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

Jonie Bryan, Special Asst. Secretary
(Registered agent's signature) (Officer)

JONIE BRYAN

SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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: Abraham D. Gorman

Address: 777 South Flagler Drive, Suite 1000

West Palm Beach, Florida 33401

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

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. Denise Schumann, Secretary _____
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
PhyMatrix of Central Georgia, Inc.**

To provide physician practice management services and other healthcare and healthcare-related services and to carry on any activity incidental to the foregoing or permitted to a Delaware corporation qualified as a foreign corporation in the State of Florida.

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
PhyMatrix of Central Georgia, Inc.**

1. Abraham D. Gosman, President, Chief Executive Officer
777 South Flagler Drive, Suite 1000E
West Palm Beach, Florida 33401
2. Frederick R. Leathers, Treasurer
777 South Flagler Drive, Suite 1000E
West Palm Beach, Florida 33401
3. Michael J. Bohnen, Assistant Secretary
Nutter, McClennen & Fish, LLP, One International Place
Boston, Massachusetts 02110-2699
4. Denise Schumann, Secretary
777 South Flagler Drive, Suite 1000E
West Palm Beach, Florida 33401
5. Francis S. Tidikis, Executive Vice President
777 South Flagler Drive, Suite 1000E
West Palm Beach, Florida 33401
6. Jeannette McGill, Executive Vice President
777 South Flagler Drive, Suite 1000E
West Palm Beach, Florida 33401
7. Don S. Harvey, Senior Vice President
777 South Flagler Drive, Suite 1000E
West Palm Beach, Florida 33401

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYMATRIX OF CENTRAL GEORGIA, 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 TWENTY-EIGHTH DAY OF MARCH, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

7887207

DATE:

03-28-96