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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100001802761
-05/01/96---01024---023
*****70.00 *****70.00

W96-9246

SUBJECT: PrimoCare of Florida, 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:

Richard A. Hayes
(Name of Person)
PrimoCare International, Inc.
(Firm/Company)
3281 E. Guasti Road, Seventh Floor
(Address)
Ontario, California 91761
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Richard A. Hayes at (909) 605-8000
(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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1996

RICHARD A. HAYES
% PRIMECARE INTERNATIONAL, INC.
3281 E. GUASTI ROAD, SEVENTH FLOOR
ONTARIO, CA 91761

SUBJECT: PRIMECARE OF FLORIDA, INC.
Ref. Number: W9600009246

We have received your document for PRIMECARE OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 296A00020885

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Prem N. Reddy, M.D., do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

PrimeCare of Florida, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on April 24, 19 96.

Be it resolved, that PrimeCare of Florida, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

PrimeCare Medical Group Network, Inc. for use in Florida.

Dated: April 24, 1996

Prem N. Reddy
Signature of either Chairman, Vice Chairman or any officer

Prem N. Reddy, M.D.
Type or print name

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**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. PrimeCare of Florida, Inc.
(Name of corporation: 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. March 15, 1996
(Date of Incorporation)
4. Perpetual
(Duration)
5. 65-0659924
(Federal Employer Identification number, if applicable)
6. April 25, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 3281 E. Guasti Road, Seventh Floor, Ontario, CA 91761
(Current mailing address)
8. Medical Practice and Physician Practice Management
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: None
Address: _____

Vice Chairman: None
Address: _____

Director: Prem N. Reddy, M.D.
Address: 3281 E. Guasti Road, Seventh Floor
Ontario, California 91761

Director: _____
Address: _____

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B. Officers:

President: Prem N. Reddy, M.D.
Address: 3281 E. Gunsti Road, Seventh Floor
Ontario, California 91761

Vice President: None
Address: _____

Secretary: Prem N. Reddy, M.D.
Address: 3281 E. Gunsti Road, Seventh Floor
Ontario, California 91761

Treasurer: Prem N. Reddy, M.D.
Address: 3281 E. Gunsti Road, Seventh Floor
Ontario, California 91761

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

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10. Name and Street address of Florida registered agent:

Name: CorpAmerica, Inc.
Office Address: 1525 S. Andrews Avenue, Suite 216
Fort Lauderdale, Florida 33316
: 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: Diane L. Flanagan, Asst. Secretary

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. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Prem N. Reddy, M.D., President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIMECARE OF FLORIDA, 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 EIGHTH DAY OF APRIL, A.D. 1996.

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7897650

DATE: C1-08-96