

1201 HAYS STREET
TALLAHASSEE, FL 32301-6607
904-222-1111
(1-222-1111) TA

800-342-8886



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 039787 4379992

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : August 1, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 039787

CUSTOMER NO: 4379992

1100001914081

CUSTOMER: Ms. Kanchan Deshmukh
Healthpartners Financial
2 Wisconsin Circle
Suite 320
Chevy Chase, MD 20815

FOREIGN FILINGS

NAME: HEALTHPARTNERS FINANCIAL
CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -6 PM 1:24

98/6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

**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. HealthPartners Financial Corporation

(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. 52-1844418

(FEI number, if applicable)

4. 4/23/93

(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 817.155, F.S.)

7. 2 Wisconsin Circle, Suite 320

Chevy Chase, MD 20815

(Current mailing address)

8.

General Partner of Healthcare Finance Company

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: Anthony L. Johnson

(Registered agent's signature)

Anthony L. Johnson, Asst., Sec.

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
96 AUG -6 PM 1:24

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

A. DIRECTORS

Director

~~XXXXXXXX~~ John K. Delaney

Address: 2 Wisconsin Circle, Suite 320

Chevy Chase, MD 20815

Director

~~XXXXXXXX~~ Ethan D. Leder

Address: 2 Wisconsin Circle, Suite 320

Chevy Chase, MD 20815

Director: Edward P. Nordberg, Jr.

Address: 2 Wisconsin Circle, Ste 320
Chevy Chase, MD 20815

Director: _____

Address: _____

B. OFFICERS

President: John K. Delaney

Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, MD 20815

Vice President: Ethan D. Leder, Edward P. Nordberg, Jr.

Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, MD 20815

Secretary: Edward P. Nordberg, Jr.

Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, MD 20815

Treasurer: Ethan D. Leder

Address: 2 Wisconsin Circle, Suite 320
Chevy Chase, MD 20815

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edward P. Nordberg, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Edward P. Nordberg, Jr.
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -6 PM 1:24

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHPARTNERS FINANCIAL CORPORATION" 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 FIRST DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 AUG -6 PM 1:25



Edward J. Freel

Edward J. Freel, Secretary of State

2333727 8200

960224469

8051266

AUTHENTICATION:

DATE:

08-01-96

F9600004010

1201 HAYS STREET
MASSACHUSETTS 02107
800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 099591 4379992
AUTHORIZATION : Patricia Pysits
COST LIMIT : \$ 35.00

ORDER DATE : September 26, 1996
ORDER TIME : 1:15 PM
ORDER NO. : 099591
CUSTOMER NO 4379992

CUSTOMER: Ms. Evelyn Jackson
Healthpartners Financial
2 Wisconsin Circle
Suite 320
Chevy Chase, MD 20815

FOREIGN FILINGS

NAME: HEALTHPARTNERS FINANCIAL CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

RECEIVED
56 OCT -1 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
56 OCT -1 PM 2:59
DIVISION OF CORPORATIONS

NC
RKG
10-2

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 007.1504, F.S.)

SECTION I

(1-3 must be completed)

1. HEALTHPARTNERS FINANCIAL CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. 8/6/96
Incorporated under the laws of Date authorized to do business in Florida

RECEIVED
TALLAHASSEE
FEB 11 1997
SECTION I
PM 3:49

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/13/96
5. HEALTHCARE FINANCIAL PARTNERS, INC.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Edward P. Nordberg, Jr.
Signature
EDWARD P. NORDBERG, JR.
Typed or printed name

9/25/96
Date
SENIOR VICE PRESIDENT
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HEALTHPARTNERS FINANCIAL CORPORATION", FILED A RESTATEd CERTIFICATE, CHANGING ITS NAME TO "HEALTHCARE FINANCIAL PARTNERS, INC.", THE FIFTEENTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION

6102855

DATE

09-27-96