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August 1, 1996

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CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Florida Secretary of State
Corporate Records Bureau
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

Re: Comprehensive Spine & Sports Medicine
File No. 04403-001

95 AUG - 9 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

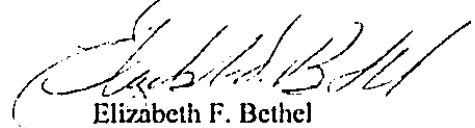
8/9

Dear Madam or Sir:

I am enclosing an Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of our client, Comprehensive Spine & Sports Medicine, P.A.. Attached to the Application is a Good Standing Certificate issued by the State of Delaware for the company.

Would you please acknowledge your receipt of this Application by date-stamping the enclosed photocopy of the Application and returning it to me in the self-addressed, postage-paid envelope provided. Thank you.

Very truly yours,


Elizabeth F. Bethel
Legal Assistant

EFB/stn
Enclosure
cc: Curtis L. Golkow, Esquire (w.enc.)

**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. Comprehensive Spine & Sports Medicine, P.A.
(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. _____ (FEI number, if applicable)

4. March 13, 1995 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 1600 Sandy Hill Road
Norristown, PA 19401
(Current mailing address)

8. Sports medicine rehabilitation
(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Domenic A Borriello

(Registered agent's signature) (Officer)
Domenic A Borriello, Asst Secretary

(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Frank J. Falco, M.D. - Sole Director

Address: 1600 Sandy Hill Road

Norristown, PA 19401

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

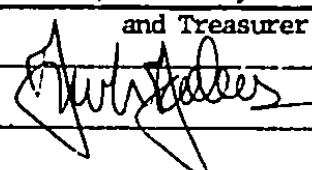
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B. OFFICERS

President: Frank J. Falco, M.D. - President, Secretary

Address: 1600 Sandy Hill Road and Treasurer

Norristown, PA 19401



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. Frank J. Falco, M.D.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "COMPREHENSIVE SPINE & SPORTS MEDICINE, P.A." 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 TENTH DAY OF JULY, A.D. 1996.

FILED
96 AUG -9 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8020307
DATE: 07-10-96