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PRINCIPAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 053051 4312752

AUTHORIZATION :

Patricia Poyt

COST LIMIT : \$ 70.00

ORDER DATE : August 14, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 053051

CUSTOMER NO: 4312752

431275218004

W96-16991

CUSTOMER: Patricia Chouinard, Legal Asst
Shipman & Goodwin LLP
1 American Row

Hartford, CT 06103

FOREIGN FILINGS

NAME: KELSON PHYSICIAN PARTNERS OF
SOUTHEAST FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
96 AUG 14 AM 11:30
DIVISION OF CORPORATION
FILED
96 AUG 14 AM 8:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS
8/14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATION

August 14, 1996

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RESUBMIT

Please give original
submission date as file date

SUBJECT: KELSON PHYSICIAN PARTNERS OF SOUTHEAST FLORIDA, INC.
Ref. Number: W96000016991

We have received your document(s) in this office, however, the document is being returned for the following:

The entity's date of incorporation/organization must be listed in the document.

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: 496A00038692

**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. Kelson Physician Partners of Southeast Florida, 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 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/13/96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. On or about August 19, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 800 Cottage Grove Road
Bloomfield, CT 06002
(Current mailing address)

8. To provide medical practice management services
(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:

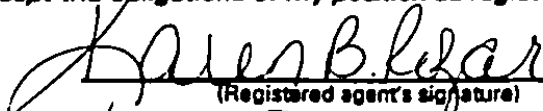
Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes 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.


(Registered agent's signature)
Karen B. Rozar, as its agent

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 14 AM 8:46

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Halley S. Faust

Address: 5 Timrod Lane

West Hartford, CT 06107

Director: E. Harry Creasey

Address: 23 Cold Spring Road

Avon, CT 06001

B. OFFICERS

President: E. Harry Creasey

Address: 23 Cold Spring Road

Avon, CT 06001

Vice President: _____

Address: _____

Secretary: Halley S. Faust

Address: 5 Timrod Lane

West Hartford, CT 06107

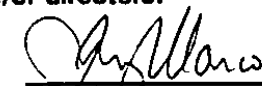
Assistant Secretary: ~~XXXXXXXX~~ Frank J. Marco

Address: One American Row

Hartford, CT 06103-2819

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.

Frank J. Marco, Assistant Secretary

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELSON PHYSICIAN PARTNERS OF SOUTHEAST 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 THIRTEENTH DAY OF AUGUST, A.D. 1996.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 AUG 14 AM 8:46



Edward J. Freel

Edward J. Freel, Secretary of State 8066516

2652905 8300

960236460

AUTHENTICATION:

08-13-96

DATE: