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AUTHORIZATION : *Patricia P...*

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ORDER DATE : October 31, 1997

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CUSTOMER NO: 4321591

CUSTOMER: Susan Arnold, Legal Assistant
Troutman & Sanders LLP
600 Peachtree Street, N.E.
5200 Nationsbank Plaza
Atlanta, GA 30308-2216

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 OCT 31 PM 12:12

FOREIGN FILINGS

Q10/31

NAME: PHYSICANS' SPECIALTY CORP.

000002334900--4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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97 OCT 31 AM 11:25
DIVISION OF CORPORATION

**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. Physicians' Specialty Corp.
(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. 58-2251438
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-31-96 5. Perpetual
(Date of incorporation) (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. 3414 Peachtree Road, Ste 238
Atlanta, Georgia 30326
(Current mailing address)

8. To engage in any form or type of business for any lawful purpose not specifically prohibited under the laws of the State of Florida.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)


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.

By: Corporation Service Company

(Registered agent's signature)

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: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Ramie A. Tritt

Address: 3414 Peachtree Road, Suite 238

Atlanta, Georgia 30326

Vice Chairman: Gerald R. Benjamin

Address: 3414 Peachtree Road, Suite 238

Atlanta, Georgia 30326

Director: Richard D. Ballard

Address: 5555 Peachtree-Dunwoody Road, Suite 235

Atlanta, Georgia 30342

Director: Edward R. Casac

Address: 5555 Peachtree-Dunwoody Road, Suite 235

Atlanta, Georgia 30342

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

continued see attachment

President: Ramie A. Tritt

Address: 3414 Peachtree Road, Suite 238

Atlanta, Georgia 30326

~~Vice President~~ ^{CEO} Richard D. Ballard

Address: 5555 Peachtree-Dunwoody Road, Ste. 235

Atlanta, Georgia 30342

Secretary: Gerald R. Benjamin

Address: 3414 Peachtree Road, Suite 238

Atlanta, Georgia 30326

Treasurer: (CFO) Robert A. DiProva

Address: 5555 Peachtree-Dunwoody Road, Ste. 235, Atlanta, GA 30342

V.P. Operations: Lawrence P. Kraska, 5555 Peachtree-Dunwoody Road, Ste. 235, Atl, GA

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

30342

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

14. Richard D. Ballard, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

Item 12A DIRECTORS (continued):

Sidney Kirschner
5555 Peachtree-Dunwoody Road, Suite 235
Atlanta, GA 30342

Steven L. Posar
5555 Peachtree-Dunwoody Road, Suite 235
Atlanta, GA 30342

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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CSC
EILEEN EDMONDSON
100 PEACHTREE ST.
ATLANTA, GA 30303

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DIVISION OF CORPORATIONS
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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PHYSICIANS' SPECIALTY CORP.
A FOREIGN PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State