



THE UNITED STATES
CORPORATION
COMPANY

F97000005766

ACCOUNT NO. : 072100000032

REFERENCE : 585224 . 4321591

AUTHORIZATION : Patricia T. [signature]

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 585224-015

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 CORPORATIONS
97 OCT 31 PM 12:20

FOREIGN FILINGS

10/31

NAME: SOUTH FLORIDA OTOLARYNGOLOGY,
INC.

100002334901--1

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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DIVISION OF CORPORATIONS

**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. South Florida Otolaryngology, 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

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. October 17, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Has not transacted business in Florida yet

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5555 Peachtree Dunwoody Road

Atlanta, GA 30342

(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be
organized under the General Corporation Law of Delaware

(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.

Corporation Service Company

By: [Signature]

(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard D. Ballard

Address: 5555 Peachtree Dunwoody Road

Atlanta, GA 30342

Director: Gerald R. Benjamin

Address: 3414 Peachtree Road, Suite 238

Atlanta, GA 30326

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

Vice President: Ramie A. Tripp

Address: 5555 Peachtree Dunwoody Road

Atlanta, GA 30342

President: Richard D. Ballard

Address: 5555 Peachtree Dunwoody Road

Atlanta, GA 30342

Secretary: Gerald R. Benjamin

Address: 3414 Peachtree Road, Suite 238

Atlanta, GA 30326

Treasurer: the Corporation does not have a designated treasurer at this time

Address: _____

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. Richard D. Ballard, President

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

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12.

B. Additional Officer

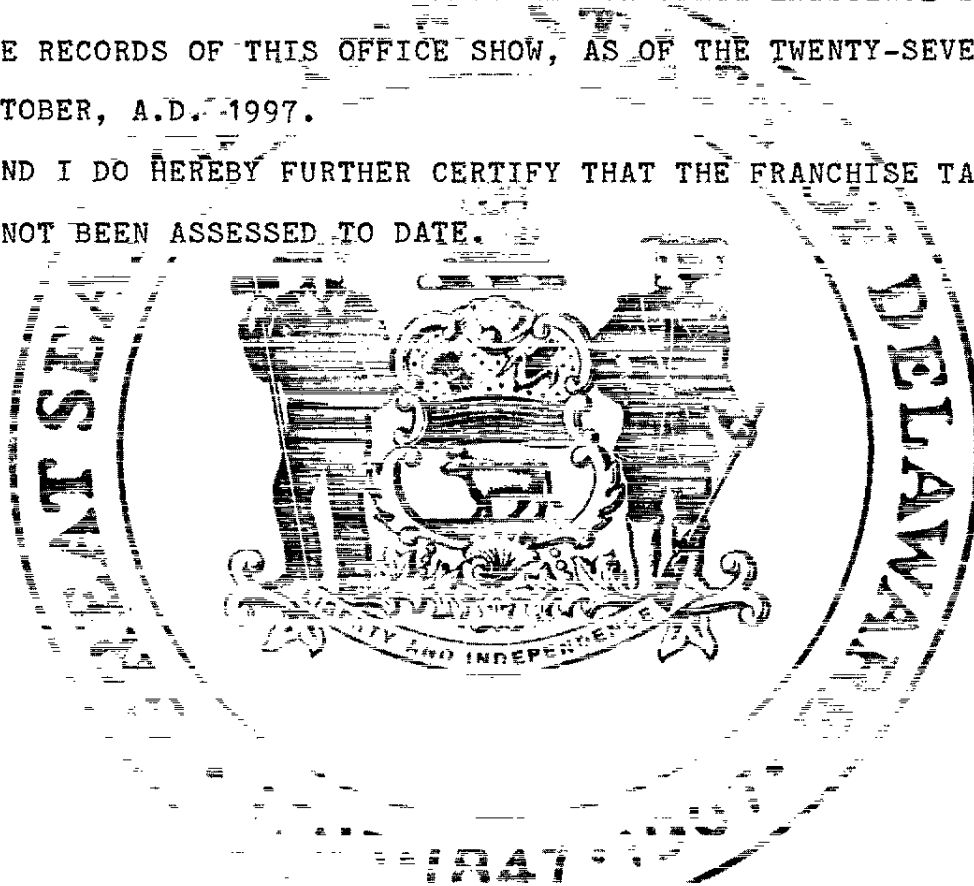
Robert A. DiProva, Vice President
5555 Peachtree Dunwoody Road
Atlanta, GA 30342

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH FLORIDA OTOLARYNGOLOGY, 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
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97 OCT 31 PM 12:21



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8724347

DATE: 10-27-97