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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bay Area Sleep Diagnostic Center, Inc.
(Name of corporation - must include suffix)

100002444081--9

-03/02/98--01079--001

*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

William A. Neilson

(Name of Person)

Ajubita and Associates, L.L.C.

(Firm/Company)

1100 Poydras Street, Suite 1950

(Address)

New Orleans, LA 70163

(City/State/Zip)

M96-83
no conflict.

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DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

William A. Neilson

(Name of Person)

at (504) 582-2300

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AJUBITA & ASSOCIATES

(a limited liability company)

ATTORNEYS AT LAW

SUITE 1950, ENERGY CENTRE

1100 POYDRAS STREET

NEW ORLEANS, LOUISIANA 70163-1950

TELEPHONE (504) 582-2300

TELECOPIER (504) 582-2310

A. ALBERT AJUBITA + *
DOUGLAS L. SALZER*
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SPECIAL COUNSEL
EARL F. MORAN

*LL.M. IN TAXATION

+ BOARD CERTIFIED
TAX ATTORNEY

February 27, 1998

State of Florida
Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Bay Area Sleep Diagnostic Center, Inc.
"Application by foreign corporation for authorization to
transact business in Florida"

Dear Sir/Madam:

Enclosed are various documents and a check for \$70.00 whereby the Bay Area Diagnostic Center, Inc., hereby requests authority to do business in the State of Florida.

If you have any questions or need additional information, please feel free to contact me at your convenience.

Very truly yours,



William A. Neilson
Of Counsel to the Firm

WAN/smg
Enclosures
WAN\Bay\tax-lien,227

**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. Bay Area Sleep Diagnostic Center, 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. Louisiana

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

3. 72-1311990

(FEI number, if applicable)

4. January 27, 1998

(Date of incorporation)

5. Perpetual

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

6. March 1, 1998

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

7. 70393 Bravo Street

Covington, LA 70433

(Current mailing address)

8. Sleep Diagnostic Services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Edward J. Killmer

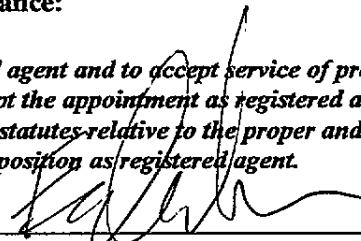
Office Address: 3802 Erlich Road, Suite 307

Tampa, Florida, 33624

(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)

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: N/A

Address:

Vice Chairman: N/A

Address:

Director: Craig B. Schneider

Address: 70393 Bravo Street

Covington, LA 70433

Director: Edward J. Killmer

Address: 3802 Erlich Road, Suite 307

Tampa, FL 33624

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

President: Edward J. Killmer

Address: 3802 Erlich Road, Suite 307

Tampa, FL 33624

Vice President:

Address:

Secretary: Craig B. Schneider

Address: 70393 Bravo Street

Covington, LA 70433

Treasurer: Craig B. Schneider

Address: 70393 Bravo Street

Covington, LA 70433

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

13. Craig B. Schneider

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

14. Craig B. Schneider, Secretary/Treasurer

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

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UNITED STATES OF AMERICA
State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

BAY AREA SLEEP DIAGNOSTIC CENTER, INC.

A LOUISIANA corporation domiciled at COVINGTON,

Filed charter and qualified to do business in this State on
January 27, 1998,

I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

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*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

February 25, 1998

Jox McKeithen

RAS 34607884D

Secretary of State

