

**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. PhyMax, 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. ~~65-0791761~~ 65-0791761
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 12, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Expected date 2/1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5000 N. Ocean BLVD SUITE 1108
Ft. Lauderdale, FL 33308
(Current mailing address)

8. Medical Management Firm
(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: Rick J. Robin

Office Address: 5000 N. Ocean BLVD SUITE 1108

Fort Lauderdale, FL 33308, Florida, 33308
(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:

A. DIRECTORS

Chairman: Rick J. Rubin

Address: 5000 N. Ocean Blvd. #1108
Ft. Lauderdale, FL 33308

Vice Chairman: Jorge D. Delgado

Address: 5000 N. Ocean Blvd. #1108
Ft. Lauderdale, FL 33308

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Rick J. Rubin

Address: 5000 N. Ocean Blvd. #1108
Ft. Lauderdale, FL 33308

Vice President: Jorge D. Delgado

Address: 5000 N. Ocean Blvd. #1108
Ft. Lauderdale, FL 33308

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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)

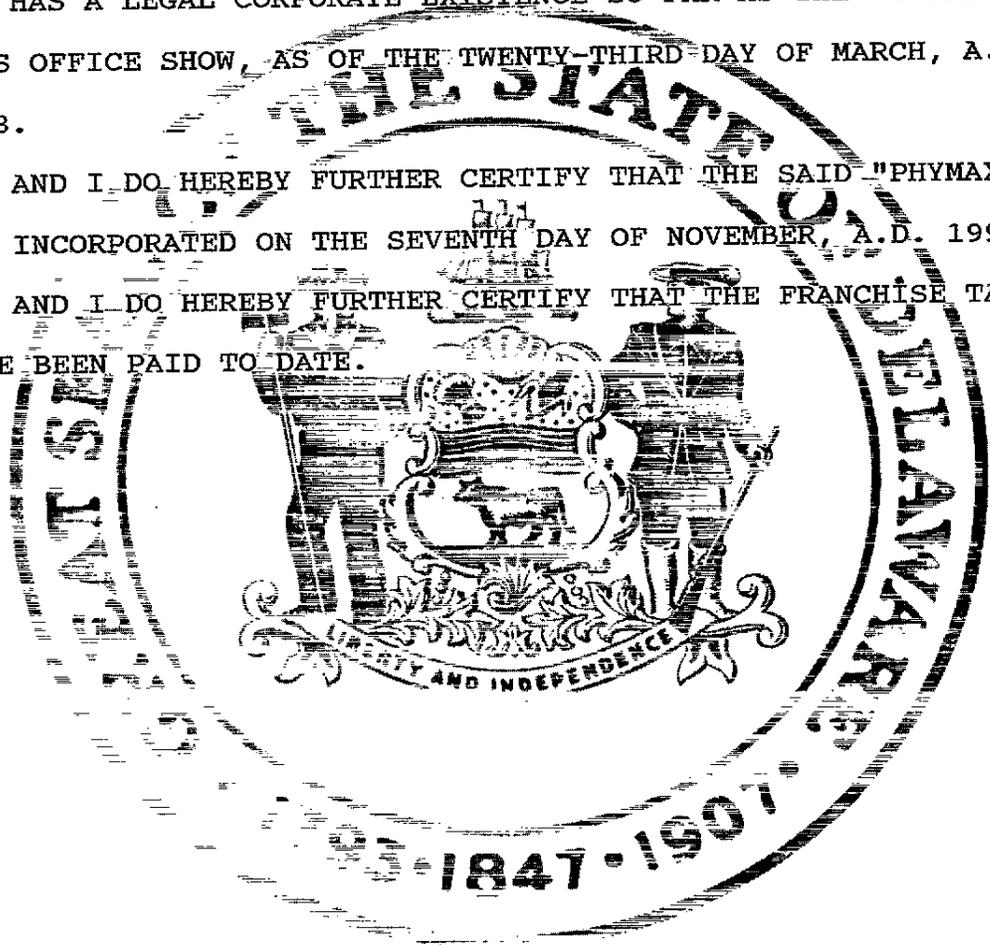
14. Rick J. Rubin
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYMAX, 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-THIRD DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHYMAX, INC." WAS INCORPORATED ON THE SEVENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
DIVISION OF REGISTRATIONS
98 MAR 26 AM 11:04



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8987073

DATE: 03-23-98