



F98000001799

ACCOUNT NO. : 072100000032

REFERENCE : 752967 4369500

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pignatelli

ORDER DATE : March 24, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 752967-025

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
Mcdermott, Will & Emery
201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

98/3/30
98 MAR 30 PM 2:59
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: HEALTH SYSTEMS AMERICA, INC.

98 MAR 30 AM 11:21
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

700002471887--9

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

**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. Health Systems America, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 03/24/98

(Date of Incorporation)

4. Perpetual

(Duration)

5. n/a

(Federal Employer Identification number, if applicable)

6. Upon qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.1503, F.S.)

7. 2801 Ponce de Leon Blvd., Suite 600, Coral Gables, FL 33134

(Current mailing address)

8. Health Care

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Michael C. Piercey, M.D.

Address: _____

2801 Ponce de Leon Boulevard, Suite 600, Coral Gables, Florida 33134

Director: _____

Manuel Llano

Address: _____

2801 Ponce de Leon Boulevard, Suite 600, Coral Gables, FL 33134

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Officers:

President: Michael C. Piercey, M. D.
Address: 2801 Ponce de Leon Boulevard, Suite 600, Coral Gables, FL 33134

Vice President: Manuel Llano
Address: 2801 Ponce de Leon Boulevard, Suite 600, Coral Gables, FL 33134

Secretary: Manuel Llano
Address: 2801 Ponce de Leon Boulevard, Suite 600, Coral Gables, FL 33134

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. 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. Ryan

12. 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.

13. X _____
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Michael C. Piercey, M.D., President
 (Name and capacity of person signing application)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 28 MAR 30 PM 4:50

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH SYSTEMS AMERICA, 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-FIFTH DAY OF MARCH, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 PM 2:59



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2875472 8300

981114681

AUTHENTICATION: 8992352

DATE: 03-25-98