ACCOUNT NO. : 072100000032

REFERENCE

752967

4369500

AUTHORIZATION

COST LIMIT

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

FOREIGN FILINGS

NAME: HEALTH SYSTEMS AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

700002471887--

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

DIVISION OF CORPORATION

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:

	alth Systems America, Inc.			
(Name	of corporation: the word "INC	ORPORATED." "COM	PANY." or "CORE	TORATION! or
MOLOS O	- accidentations of like importing	Janouada as will clod	iriv indiaata that 4 :	
instead o	of a natural person or partnersh	nip if not so contained	in the name at pr	esent.)
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L. <u>nere</u>	(State or country under the	law of which it is inco	(Cocated)	
.		The state of the state of the state of	•	
-	24/98	4.	Perpetual	·
(1781	e of incorporation)		(Duration)	
5. <u>n/a</u>				30 JUVI
	(Federal Employer	Identification number	, if applicable)	A SEC
			·	20 30
	qualification	· · · · · · · · · · · · · · · · · · ·		೧≂≃
(Date hrs	it transacted business in Florid	a. See sections 607.1	1501, 607.1502, ar	
7. 280	Ponce de Leon Blvd., Suite	600, Coral Gables	FL 33134	STA STA
	(Current	mailing address)		<u> </u>
	•	•		` ` ;*
B		alth Care	•	
(Brief de:	scription of the nature of the bu	usiness in which it is e	ngaged in the stat	a of Florida)
			gg,	
9. Name	s and addresses of officers an	d or directors		
A. D	rectors:			
Chairma	-			
Address:				
			·	
Vice Cha	ilman:			
Address:		· · · · · · · · · · · · · · · · · · ·		
AGG1 633.				,
				· · · · · · · · · · · · · · · · · · ·
D: h				
Director:	Michael C. Piercey, M	.D.		
Director: Address:			Coral Cables Pi	014 22224
			Coral Gables. Fl	orid 33134
Address:	2801 Ponce de Leon Bou		Coral Gables. F1	orid 33134
Address: Director:	2801 Ponce de Leon Bou	levard, Suite 600.		
Address:	2801 Ponce de Leon Bou	levard, Suite 600.		

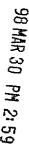
				•			-			
	R. Officers:									
	President:			M. D.						
·	Address:	2801 Pone	e_de_Leon	Boulegard,	Suite	600, Co	ral Gab	les,	F1	33
,	Vice President:	Manuel L1	ano		_		-			
	Address:			D 1 1	~			7		
•			e de Leon	Boulevard,	Suite	600, 60	ral Gar	iles,	F.T	33
;	Secretary:	Manuel_I.1	ano		,	<u> </u>	,			
1	Address:			Boulevard.				les.	F7	31
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		***************************************					-		MAR	
•	Treasurer:			····					ည	
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								-	دع دخه	
		Name:c	rporation 1201 Havs	Service Co Street	mpany			<u> </u>		
	Office A	garess:								-
	Office A	ocress:	Tallahacs	ee			de	32301		
				86y		,Flori	de	3230 <u>1</u> Zip C		<u> </u>
;	11. Registered Having bed stated corporation as registered age provisions of all s am familiar with a	agent's accent named as n at the place nt and agree tatutes relatived accept the	eptance: registered designate to act in the te to the prescription	agent and to d in this appoints capacity, oper and co as of my pos	ic acception if the testion as	ot service , I hereb r agree to	of proc y accep o compl	Zip C	y tr	10 Dir
;	11. Registered Having bed stated corporation as registered age provisions of all s am familiar with a	agent's accent named as n at the place of and agree tatutes relatives	eptance: registered designate to act in the te to the prescription	agent and to d in this appoints capacity, oper and co as of my pos	ic acception if the testion as	ot service , I hereb r agree to	of proc y accep o compl	Zip C	y tr	10 Dii
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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.





AUTHENTICATION:

8992352

DATE:

03-25-98

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