

F980000002233

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Managed Care Savings Corp.
(Name of corporation - must include suffix)

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:

Terry Carpenter
(Name of Person)

Managed Care Savings
(Firm/Company)

11457 San Jose Blvd suite 188
(Address)

Jacksonville Fla. 32223
(City/State/Zip)

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*****78.75 *****78.75

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

Terry Carpenter at (904) 886-2455
(Name of Person) (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

W98-7830
4/20/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1998

TERRY CARPENTER
MANAGED CARE SAVINGS
11457 SAN JOSE BLVD., SUITE 188
JACKSONVILLE, FL 32223

SUBJECT: MANAGED CARE SAVINGS CORP.
Ref. Number: W98000007830

We have received your document for MANAGED CARE SAVINGS CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 198A00018632

MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

900 HIGHPOINT CENTER
106 EAST COLLEGE AVENUE
TALLAHASSEE, FLORIDA 32301
(850) 681-7381 FAX (850) 681-0281

400 NORTH TAMPA STREET, SUITE 2300
P. O. BOX 1531 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 273-4200 FAX (813) 273-4396

625 COURT STREET
P. O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO:

April 17, 1998

James W. Goodwin
P.O. Box 1531
Tampa, FL 33601

Agnes Lunt, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Managed Care Savings Corp. (MCS)

Dear Ms. Lunt:

Pursuant to your letter dated April 8, 1998, enclosed please find an executed Application by Foreign Corporation for Authorization to Transact Business in Florida along with a copy of your letter confirming receipt of the \$78.75 filing fee. Please return a certificate authorizing the corporation to do business in Florida to my attention at the above address.

Thank you for your assistance in this matter. If you have any questions, please contact the undersigned.

Sincerely,



JAMES W. GOODWIN

JWG:lab
Enclosures
cc: Terry K. Carpenter

**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. Managed Care Savings Corp. (MCS)
(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. 2/17/98 4. Perpetual
(Date of Incorporation) (Duration)
5. 59-3493977
(Federal Employer Identification number, if applicable)
6. Anticipated to be May 1, 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 11457 San Jose Blvd., Suite 188, Jacksonville, Florida 32223
(Current mailing address)
8. Sales of medical equipment
(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: Theresa J. Carpenter
Address: 2631 Stonebridge Drive
Jacksonville, Florida 32223

Vice Chairman: Terry K. Carpenter
Address: 2631 Stonebridge Drive
Jacksonville, Florida 32223

Director: _____
Address: _____

Director: _____
Address: _____

B. Officers:

President: Terry K. Carpenter
Address: 2631 Stonebridge Drive
Jacksonville, Florida 32223

Vice President: Timothy John Young
Address: 11457 San Jose Blvd., Suite 188
Jacksonville, Florida 32223

Secretary: Theresa J. Carpenter
Address: 2631 Stonebridge Drive
Jacksonville, Florida 32223

Treasurer: Theresa J. Carpenter
Address: 2631 Stonebridge Drive
Jacksonville, Florida 32223

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

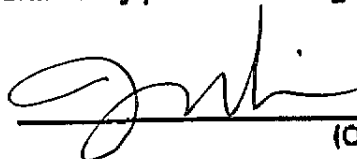
10. Name and Street address of Florida registered agent:

Name: James W. Goodwin
Office Address: 400 N. Tampa Street, Suite 2300
Tampa, Florida 33602
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:




(Officer)

James W. Goodwin, Registered Agent

(Type Name and Title of Officer)

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

14. Terry K. Carpenter, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANAGED CARE SAVINGS CORP. (MCS)" 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 EIGHTEENTH DAY OF MARCH, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8977833

DATE: 03-18-98