

05/26/98 TUE 4:12 FAX 1813418617 JOHNSON BLAKELY
05/26/98 TUE 17:56 FAX 1813418617 JOHNSON BLAKELY
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((H98000008816 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN ACCT#:
076666002140

CONTACT: TAMI LEE MEAGHER
PHONE: (813)461-1818

FAX #: (813)441-8617

NAME: MEDICAL MANAGEMENT CONSULTANTS, INC.

AUDIT NUMBER.....H98000008816

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 9

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$2,437.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

SUB ACCT: 37925.96043

Attention:
Lee Rivers

98 MAY 26 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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5/27

9pgs

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98 MAY 26 PM 2:39

DIVISION OF CORPORATIONS

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05/26/98 TUE 14:12 FAX 18134418617

JOHNSON BLAKELY

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05/26/98 TUE 13:58 FAX 18134418617

JOHNSON BLAKELY

041822-3709 05/11/98 14:44 Florida Department pl /2

May 11, 1998

JOHNSON, BLAKELY, BOKER ET AL.

SUBJECT: MEDICAL MANAGEMENT CONSULTANTS, INC.
REF: W98000010651

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE NOTE: PLEASE DISREGARD THE LETTER WHICH IMMEDIATELY PRECEDED THIS ONE; WE NEGLECTED TO INCLUDE ONE PARAGRAPH.

✓ The second page of your application, lines 12-14, was not included in your submission.

✓ The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

✓ Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

✓ A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

05/26/98 TUE 14:13 FAX 18134418617 JOHNSON BLAKELY
05/26/98 TUE 13:57 FAX 18134418617 JOHNSON BLAKELY
041922-3708 05/11/98 14:44 Florida Department p2 /2

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If you have any questions concerning the filing of your document, please
call (850) 487-6958.

Lee Rivers
Document Specialist

FAX Aud. #: H98000008816
Letter Number: 998A00025973

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JOHNSON BLAKELY

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Medical Management Consultants, Inc., a New Jersey corporation
(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:

Michael G. Little, Esquire

(Name of Person)

Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.

(Firm/Company)

911 Chestnut Street

(Address)

Clearwater, Florida 33757

(City/State/Zip)

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

Michael G. Little, Esquire

(Name of Person)

Florida Bar No. 861677

at (813) 461-1818
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

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05/26/98 TUE 14:14 FAX 18134418617
05/26/98 TUE 13:58 FAX 18134418617

JOHNSON BLAKELY
JOHNSON BLAKELY

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**RESOLUTIONS OF BOARD OF DIRECTORS
OF MEDICAL MANAGEMENT CONSULTANTS, INC.**

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of MEDICAL MANAGEMENT CONSULTANTS, INC., a New Jersey corporation (the "Corporation") and the keeper of the records and corporate seal of the Corporation, and that the following is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors of the Corporation, held in accordance with the Certificate of Incorporation and Bylaws of the Corporation on the 20th day of May, 1998:

RESOLVED, that MEDICAL MANAGEMENT CONSULTANTS, INC. (the "Corporation") shall adopt the name MEDICAL MANAGEMENT CONSULTANTS OF PINELLAS, INC. to be used for purposes of transacting business in the State of Florida. The adoptive name has been chosen because the name MEDICAL MANAGEMENT CONSULTANTS, INC. is not currently available for use in the State of Florida, and be it further

RESOLVED, that the adoption of such corporate name contemplated by the foregoing resolution is in furtherance of the purposes of the Corporation; and be it further

RESOLVED, that all members of the Board of Directors have ratified and approved this resolution.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of the Corporation to be hereunto affixed, this 20th day of May, 1998.


FRANK LIBERTI, Secretary

0167704.01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAY 26 AM 8:32

FILED

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**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. Medical Management Consultants, Inc., a New Jersey corporation
(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. New Jersey
(State or country under the law of which it is incorporated)
3. 22-2923418
(FEI number, if applicable)
4. 09/29/88
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155.
7. Dr. Frank Liberti, President
27910 U.S. Highway 19, North
Clearwater, Florida 33761-2952
(Current mailing address)
8. Medical Consulting Business
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Dr. Frank Liberti

Office Address: 27910 U.S. Highway 19, North

Clearwater, Florida, 33761-2952
(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.

Frank Liberti
(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.

FILED
98 MAY 26 AM 8:32
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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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: Dr. Frank Liberti

Address: 27910 U.S. Highway 19, North
Clearwater, Florida 33761-2952

Vice Chairman: _____

Address: _____

Director: Dr. Frank Liberti

Address: 27910 U.S. Highway 19, North
Clearwater, Florida 33761-2952

Director: _____

Address: _____

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

President: Dr. Frank Liberti

Address: 27910 U.S. Highway 19, North
Clearwater, Florida 33761-2952

Vice President: _____

Address: _____

Secretary: Dr. Frank Liberti

Address: 27910 U.S. Highway 19, North
Clearwater, Florida 33761-2952

Treasurer: Dr. Frank Liberti

Address: 27910 U.S. Highway 19, North
Clearwater, Florida 33761-2952

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

13. Dr. Frank Liberti President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Dr. Frank Liberti, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 26 AM 8:32

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

MEDICAL MANAGEMENT CONSULTANTS INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on September 29, 1988.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

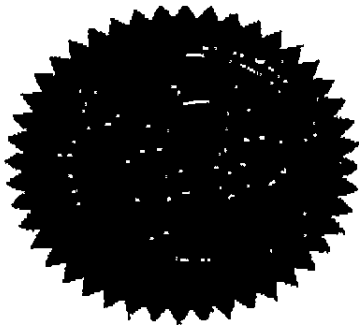
Corporation Service Company
830 Bear Tavern Road
Suite 305
Trenton, NJ 08628

Continued on next page . . .

SECRETARY OF STATE
TALLAHASSEE FLORIDA
11-8-92

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

MEDICAL MANAGEMENT CONSULTANTS INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
15th day of May, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAY 26