

F98000003464

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PRIMARY CARE MEDICAL CENTERS OF AMERICA, INC.
(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:

James S. Goodner
(Name of Person)
Seal Holdings Corporation

(Firm/Company)
125 Worth Avenue, Suite 314

(Address)
Palm Beach, FL 33480

(City/State/Zip)

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

600002539106--5
-05/28/98--01052--001
*****70.00 *****70.00

James S. Goodner at (561) 833-5111
(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

W98-12180
pg 609
2/6/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1998

JAMES S. GOODNER
SEAL HOLDINGS CORPORATION
125 WORTH AVE., SUITE 314
PALM BEACH, FL 33480

SUBJECT: PRIMARY CARE MEDICAL CENTERS OF AMERICA, INC.
Ref. Number: W98000012180

We have received your document for PRIMARY CARE MEDICAL CENTERS OF AMERICA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A photocopy of the certificate of existence is not acceptable.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Agnes Lunt
Document Specialist

Letter Number: 498A00029980

FOSTER, FOSTER & HEFFLING
ATTORNEYS AT LAW

501 SOUTH FLAGLER DRIVE
FLAGLER CENTER SUITE 305
WEST PALM BEACH, FLORIDA 33401

JOHN FENN FOSTER
JOHN D. HEFFLING
LANCE C. FUCHS

TELEPHONE (561) 832-5070
FACSIMILE (561) 832-9060

ROBERT MCK. FOSTER
OF COUNSEL

ROBERT M. FOSTER (1893-1958)

June 15, 1998

Florida Department of State
Division of Corporations
ATTN: AGNES LUNT
P.O. Box 6327
Tallahassee, FL 32314

Re: Reference Number W98000012180

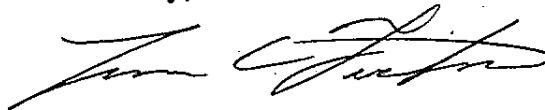
Dear Ms. Lunt:

This firm represents Primary Care Medical Centers of America, Inc. Enclosed please find the following:

- a) Affidavit executed by the Vice President of Primary Care Medical Centers of America, Inc.;
- b) Certified copy of a certificate of good standing from the Secretary of State for Delaware;
- c) Copy of Letter Number 498A00029980.

Should your office require any further documentation, please do not hesitate to call or write.

Sincerely,



Lance C. Fuchs, Esq.

Enclosures

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared JAMES S. GOODNER
who was duly sworn and says the following:

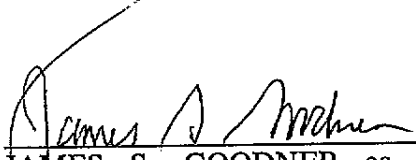
1) I am the Vice President of Primary Care Medical Centers of America, Inc.
2) There was erroneous information listed on the application by Primary Care Medical Centers of America, Inc. for Authorization To Transact Business in Florida (Reference Number W98000012180).

3) To my understanding, knowledge and belief, the above mentioned corporation has not transacted business in the state of Florida according to Florida Statute 607.1501.

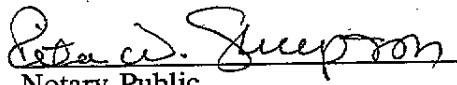
4) Primary Care Medical Centers of America, Inc. intends to transact business in the state of Florida sometime in 1998 and upon qualification from the Secretary of State.

FURTHER AFFIANT SAYETH NAUGHT.

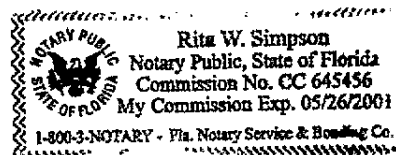
Dated this 12 day of June, 1998.


JAMES S. GOODNER as Vice
President for Primary Care
Medical Center of America, Inc.

The foregoing instrument was acknowledged before me this 12th day of June, 1998,
by JAMES S. GOODNER who is personally known to me or who has produced
_____ as identification.


Notary Public

lcf/goodner/aff



**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. PRIMARY CARE MEDICAL CENTERS OF AMERICA, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/10/97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 6/10/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 125 Worth Avenue, Suite 314
Palm Beach, FL 33480
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: James S. Goodner

Office Address: 125 Worth Avenue, Suite 314

Palm Beach, Florida, 33480
(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.

James S. Goodner
(Registered agent's signature)

1. 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.

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: Thomas M. Ferguson

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Vice Chairman: _____

Address: _____

Director: J. Erik Hvide

Hvide Marine

Address: 2200 Eller Drive

Fort Lauderdale, FL 33316

Director: Donald A. Caldera

Address: 2200 So. Ocean Lane, #1109

Fort Lauderdale, FL 33316

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

President: Thomas M. Ferguson

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Vice President: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

Secretary: James S. Goodner

Address: 125 Worth Avenue, Suite 314

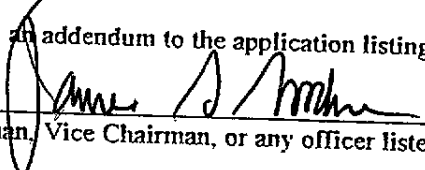
Palm Beach, FL 33480

Treasurer: James S. Goodner

Address: 125 Worth Avenue, Suite 314

Palm Beach, FL 33480

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

3. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

4. James S. Goodner

(Typed or printed name and capacity of person signing application)

State of Delaware.
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIMARY CARE MEDICAL CENTERS OF 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 TWELFTH DAY OF MAY, A.D. 1998.



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

Edward J. Freel, Secretary of State

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981178857

AUTHENTICATION: 9076858

DATE: 05-12-98