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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS
FROM: PROSKAUER ROSE GOETZ & MENDELSON
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FAX #: (561)241-7145

NAME: COMPREHENSIVE OUTPATIENT CENTERS OF FLORIDA,
AUDIT NUMBER.....H98000012625
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
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Donald E. Thompson, Esq.
Fl Bar No. 0608262
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431
(561) 995-4781

H98000012625 3

July 9, 1998

PROSKAUER ROSE GOETZ & MENDELSON

SUBJECT: COMPREHENSIVE OUTPATIENT CENTERS OF FLORIDA
REF: W98000015585

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.

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.

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) 487-6097.

Michael Mays
Document Specialist

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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 FL OR IDA:

1. COMPREHENSIVE OUTPATIENT CENTERS OF FLORIDA, 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
(State or country under the law of which it is incorporated)

3. 65-0788499
(FEI number, if applicable)

4. 2/28/97
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or perpetual")

6. Upon Filing
(Date first transacted business in Florida. (SECTION 607.1501, 607.1502, AND 817.155, F.S.)

7. 5601 North Dixie Highway, Suite 411, Fort Lauderdale, FL 33334

(Current mailing address)

8. Transact any and all lawful business permitted in this state.
(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: Gary Matzner

Office Address: 2400 S. Dixie Highway, Suite 200

Miami Florida, 33126
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.


(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.
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: n/a

Address: _____

Director: Rudy Noriega

Address: 5601 N. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

Director: Gary Matzner

Address: 2400 S. Dixie Highway, Suite 200, Miami, FL 33126

Director: James J. Gularek

Address: 5601 N. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

Director: Cecilio M. Rodriguez

Address: 5601 N. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

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

President: Rudy Noriega

Address: 5601 N. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

Vice President: Gary Matzner

Address: 2400 S. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

Vice President: Cecilio M. Rodriguez

Address: 5601 N. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

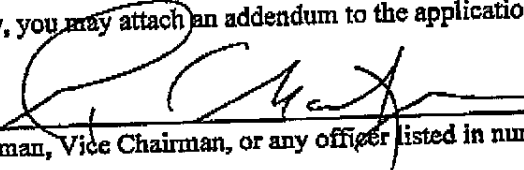
Secretary: Gary Matzner

Address: 2400 S. Dixie Highway, Suite 200, Miami, FL 33126

Treasurer: Cecilio M. Rodriguez

Address: 5601 N. Dixie Highway, Suite 411, Ft. Lauderdale, FL 33334

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

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

14. Gary Matzner, Secretary
(Typed or printed name and capacity of person signing application)

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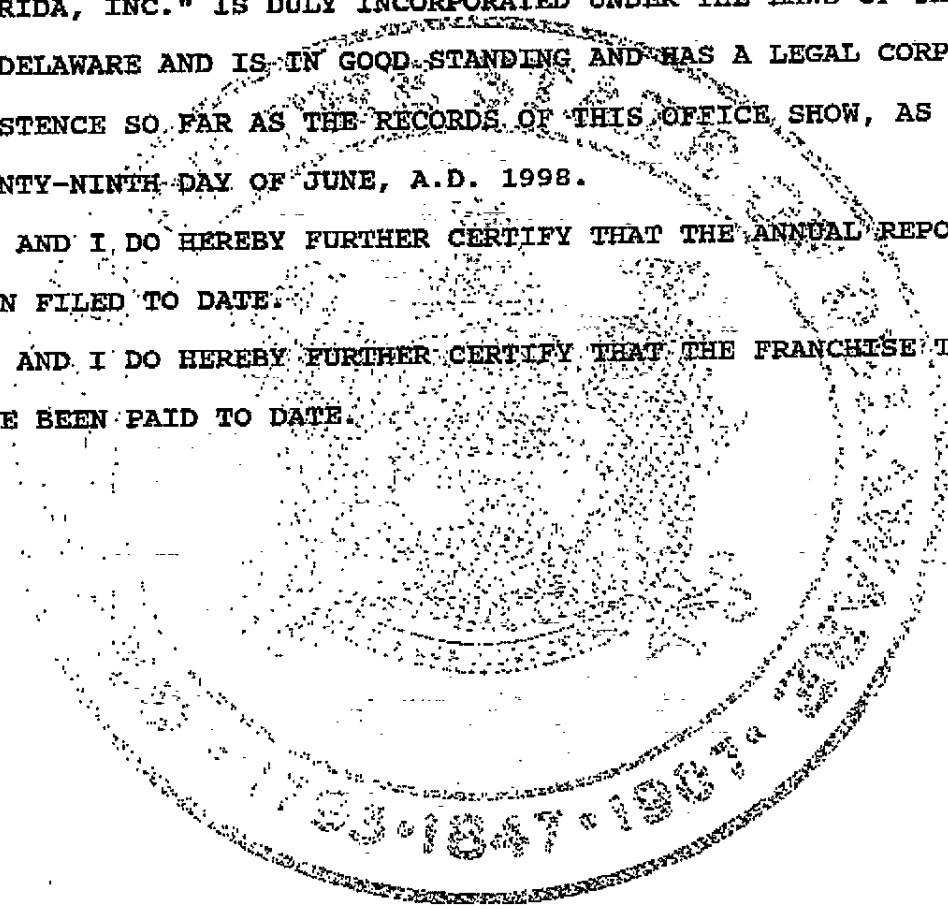
PAGE 1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPREHENSIVE OUTPATIENT CENTERS OF FLORIDA, 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-NINTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9169003

DATE:

06-29-98