



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 118692 4312752

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : February 1, 1999

ORDER TIME : 2:16 PM

ORDER NO. : 118692-005

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CUSTOMER NO: 4312752

CUSTOMER: Kathy Ellison, Legal Assistant
Shipman & Goodwin LLP
One American Row

Hartford, CT 06103-2819

FOREIGN FILINGS

NAME: KELSON PHYSICIAN PARTNERS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odóm

RECEIVED

99 FEB -2 PM 3:03

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
131 MASSACHUSETTS AVENUE
WASHINGTON, D.C. 20540

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 3:20

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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. Kelson Physician Partners, 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. 06-1389869

(FEI number, if applicable)

4. February 14, 1994

(Date of Incorporation)

5. Perpetual

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

6. When authorized by the State of Florida.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 90 State House Square, 10th Floor, Hartford, CT 06103

(Current mailing address)

Provision of management and administrative services to physician

8. practice groups.

(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 NO acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

Corporation Service Company

By: 

(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.

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DIVISION OF CORPORATIONS

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: E. Harry Creasey

Address: 90 State House Square, 10th Floor
Hartford, CT 06103

Vice Chairman: Jeffrey W. Kinell

Address: 90 State House Square, 10th Floor
Hartford, CT 06103

Director: Paul A. Hughes

Address: 90 State House Square, 10th Floor
Hartford, CT 06103

Director: _____

Address: _____

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

President: E. Harry Creasey

Address: 90 State House Square, 10th Floor
Hartford, CT 06103

Vice President: Jeffrey W. Kinell

Address: 90 State House Square, 10th Floor
Hartford, CT 06103

Secretary: Jeffrey W. Kinell

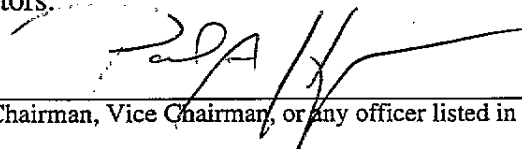
Address: 90 State House Square, 10th Floor
Hartford, CT 06103

Asst. Secretary and

Treasurer: Paul A. Hughes

Address: 90 State House Square, 10th Floor
Hartford, CT 06103

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. Assistant Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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DIVISION OF REGISTRATIONS
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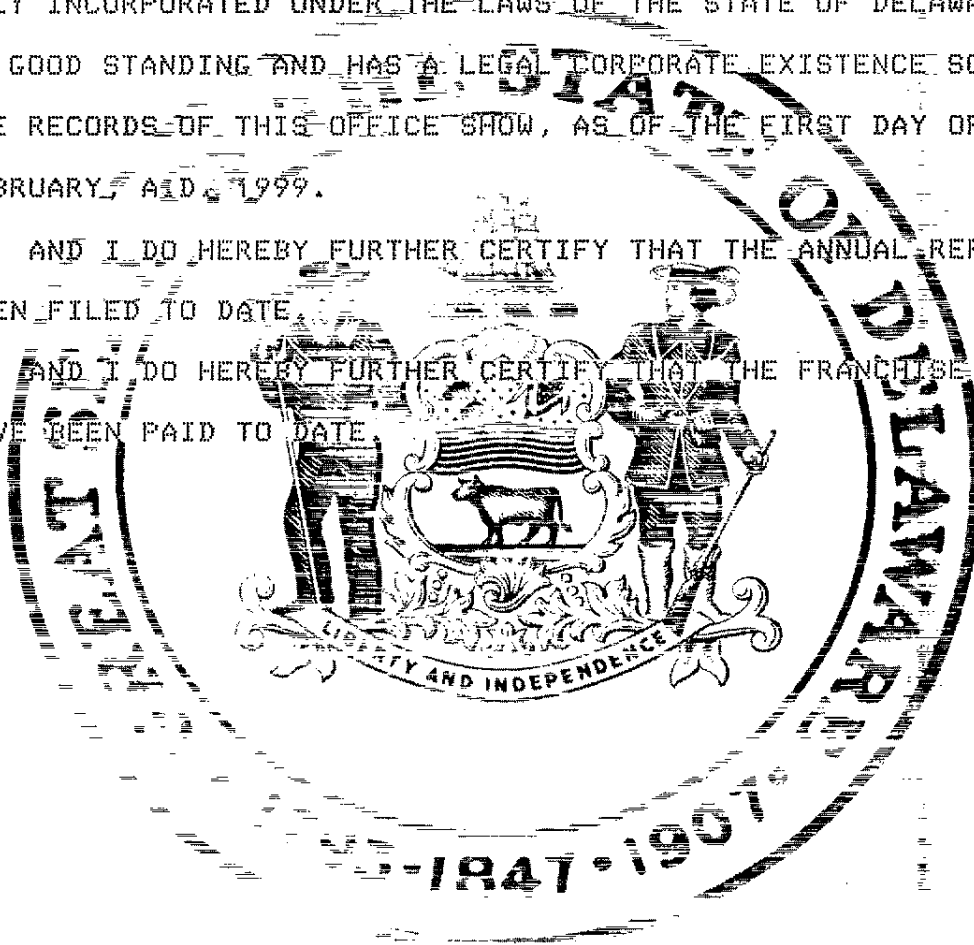
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KELSON PHYSICIAN PARTNERS, 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 FIRST DAY OF FEBRUARY, A.D. 1999.

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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 3:20



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-01-99