



ACCOUNT NO. : 072100000032

REFERENCE : 185659 4324989

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 26, 1999

ORDER TIME : 12:11 PM

ORDER NO. : 185659-005

CUSTOMER NO: 4324989

CUSTOMER: Tom Pascoe, Legal Asst
Stradling, Yocca, Carlson &
660 Newport Center Drive
Ste. 1600
Newport Beach, CA 92660

100002822071--2

-03/29/99-01114--003

*****70.00 *****70.00

FOREIGN FILINGS

NAME: HOSPITALISTS, 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: JEANINE REYNOLDS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 PM 2:23
mtm
3/29
RECEIVED
99 MAR 29 PM 1:00
DIVISION OF CORPORATION

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HOSPITALISTS, 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:

Thomas W. Pascoe
(Name of Person)

Stradling Yocca Carlson & Rauth
(Firm/Company)

660 Newport Center Drive, Suite 1600
(Address)

Newport Beach, CA 92660
(City/State/Zip)

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

Thomas W. Pascoe at (949) 725-4058
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET 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

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

CERTIFICATE OF SECRETARY

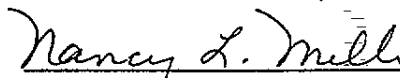
The undersigned, Nancy L. Milby, Secretary of Hospitalists, Inc., a corporation duly organized under the laws of the state of Delaware, does hereby certify that the following is a true and correct copy of a resolution adopted by unanimous written consent of the Board of Directors of said corporation on Feb 13, 1999.

"WHEREAS, this Corporation desires to qualify to transact business in the State of Florida as a foreign corporation; and

WHEREAS, this Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida.

NOW, THEREFORE, BE IT RESOLVED, that this Corporation adopt the alternate name "Delaware Hospitalists, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506 of the Florida Business Corporation Act; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized, directed and empowered on behalf of the Corporation and in its name to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida."


Nancy L. Milby, Secretary

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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. HOSPITALISTS, 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. 33-0727542
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 14, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 23421 South Pointe Drive, Suite 260
Laguna Hills, CA 92653
(Current mailing address)
8. Management of hospital physicians
(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: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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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 designate 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.

William H. Skipper as 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: See attached Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached Addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Nancy L. Milby

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

14. Nancy L. Milby, Secretary

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

ADDENDUM TO APPLICATION BY FOREIGN CORPORATION
TO TRANSACT BUSINESS IN FLORIDA
OF
DELAWARE HOSPITALISTS, INC.

List of Directors and Officers

Directors

<u>Name</u>	<u>Business Address</u>
Michael B. Brouthers	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653
Robert Erra	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653
Andrew Fishmann, M.D.	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653
Eugene Hill	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653
Barbara Lubash	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653
Donald Milder	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653
Michael Rovzar, M.D.	23421 South Pointe Drive, Suite 260, Laguna Hills, CA 92653

Officers

<u>Officer</u>	<u>Name</u>	<u>Business Address</u>
President and Chief Executive Officer	Michael B. Brouthers	23421 South Pointe Drive, Suite 260 Laguna Hills, CA 92653
Chief Medical Officer	Michael Rovzar, M.D.	23421 South Pointe Drive, Suite 260 Laguna Hills, CA 92653
Vice President, Operations and Chief Information Officer	William Haffey, Ph.D.	23421 South Pointe Drive, Suite 260 Laguna Hills, CA 92653
Vice President, Network Development	Ronald Greeno, M.D.	23421 South Pointe Drive, Suite 260 Laguna Hills, CA 92653
Vice President, Finance, Chief Financial Officer and Secretary	Nancy L. Milby	23421 South Pointe Drive, Suite 260 Laguna Hills, CA 92653

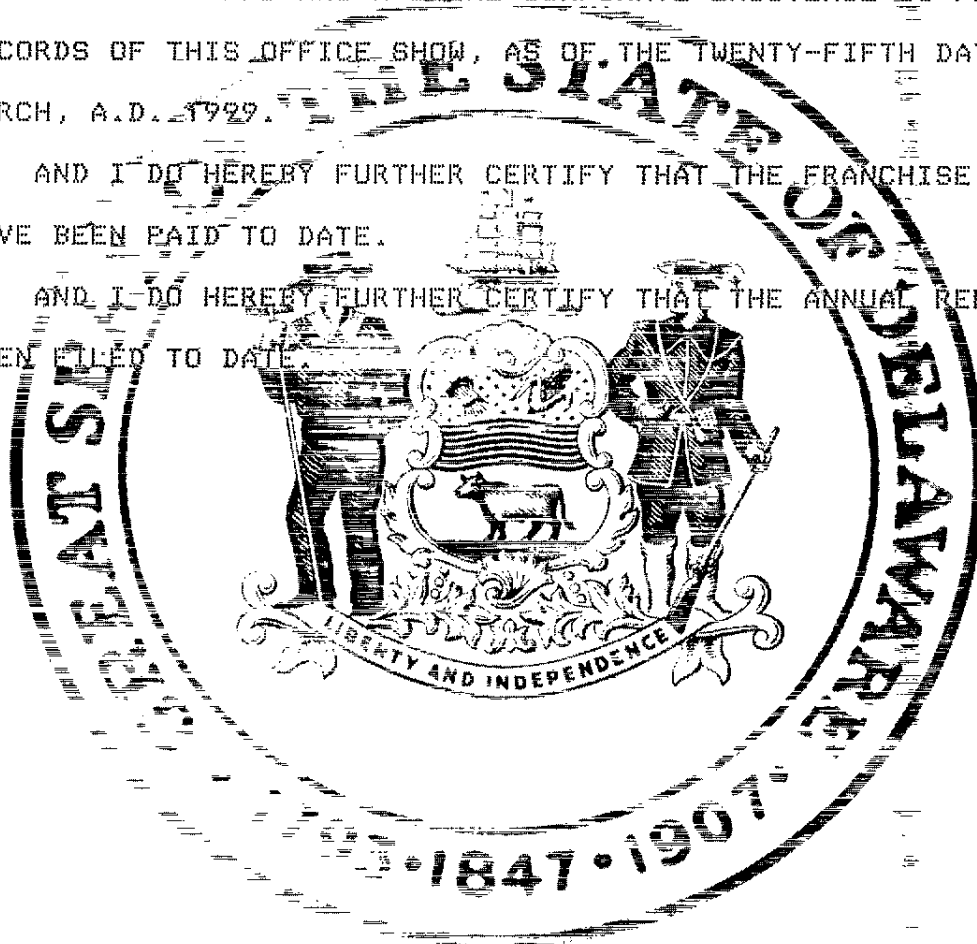
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOSPITALISTS, 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-FIFTH DAY OF MARCH, A.D. 1999.

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

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



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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS



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Edward J. Freel

Edward J. Freel, Secretary of State

9651162

AUTHENTICATION:

DATE:

03-25-99