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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 263317 4312752

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : June 4, 1999

ORDER TIME : 10:13 AM

ORDER NO. : 263317-005

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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 OF
SOUTH FLORIDA, 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: Angie Glisar

RECEIVED

99 JUN -7 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 JUN -7 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN -7 1999



June 1, 1999

State of Florida
Secretary of the State
Tallahassee, FL

To Whom It May Concern:

As the sole shareholder of Kelson Physician Partners of Southeast Florida, Inc.,
Kelson Physician Partners of Jacksonville, Inc., and Kelson Physician Partners of
Northeast Florida, Inc., Kelson Physician Partners, Inc. hereby consents to the use of the
name Kelson Physician Partners of South Florida, Inc.

KELSON PHYSICIAN PARTNERS, INC.

By: Paul A. H.
Its: Vice President

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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 of South 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. Applied For
(FEI number, if applicable)
4. June 2, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1999
(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)
8. Provide Medical Management Services
(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 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: [Signature]
(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: _____

Address: _____

Director: ~~XXXXXX~~ E. Harry Creasey

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

Director: 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

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

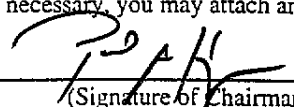
Assistant Secretary: Paul A. Hughes

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

Treasurer: Jeffrey W. Kinell

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. Paul A. Hughes, Director and Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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 OF SOUTH 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 FOURTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9786365

06-04-99