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Florida Department of State

Division of Corporations

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FOREIGN PROFIT QUALIFICATION

MP Medical Management, Inc.

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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. MP Medical Management, 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. 65-0501896
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 13, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3000 Galleria Tower, Suite 1000
Birmingham, AL 35244
(Current mailing address)
8. Management of medical services and any other lawful purpose.
(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: Roland Sanchez-Medina, Jr.
McDermott, Will & Emery
Office Address: 201 S. Biscayne Blvd., Suite 2200
Miami, Florida, 33131
(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.

Roland Sanchez-Medina, Jr.
(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)

Prepared by: Roland Sanchez-Medina, Jr., c/o McDermott, Will & Emery H99000014597 1
201 S Biscayne Blvd. Ste 2200. Miami. FL 33131

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A. DIRECTORS (Street address only – P.O. Box NOT acceptable)

Director: James H. Dickerson, Jr.
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

Director: Sara J. Finley
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

Director: Clark Wingfield
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

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

President: James H. Dickerson, Jr.
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

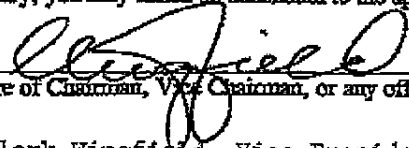
Vice President: Clark Wingfield
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

Secretary: Sara J. Finley
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

Treasurer: James H. Dickerson, Jr.
Address: 3000 Galleria Tower, Suite 1000, Birmingham, AL 35244

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.

Clark Wingfield, Vice President

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

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MP MEDICAL MANAGEMENT, 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 SEVENTEENTH DAY OF MAY, 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.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9746707

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