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FOREIGN LIMITED LIABILITY COMPANY

Nueterra Healthcare Management, LLC

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December 8, 2003

Secretary of State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Foreign LLC Qualifications

Dear Sir or Madam:

Enclosed for filing, please find the appropriate documents to qualify Nuetera Healthcare Management, LLC, a Delaware limited liability company, to conduct business in the State of Florida.

Please note that Nuetera Healthcare Management, LLC was originally organized as a Utah limited liability company under a different company name. The company converted into a Delaware limited liability company, effective November 15, 2003, pursuant to the Articles of Conversion and Certificate of Formation filed with the Delaware Secretary of State.

Accordingly, the enclosed Certificate of Good Standing for the company may indicate the organization date as "November 15, 2003." Nevertheless, under Delaware Code Section 18-214(d), the company is deemed to have existed since the original organization date in Utah. Therefore, the original organization date in Utah is indicated on the form attached hereto.

Please do not hesitate to contact us with any questions.

Very truly yours,

FOULSTON SIEFKIN LLP


William P. Trenkle, Jr.

LY
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FL 32399
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ANU

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Nucterra Healthcare Management, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 87-0569837
(FEI number, if applicable)
4. 04/10/1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 11/15/2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))
7. 7520 W. 160th St., Ste. 100, Stillwell, KS 66085

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:

Nucterra Holding, LLC, 7520 W. 160th St., Ste. 100, Stillwell, KS 66085

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

See Attachment



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Nucterra Holding, LLC, Sole Member, by Daniel R. Tasset, its President and Manager

Typed or printed name of signer

AND
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TALLAHASSEE, FLORIDA

Attachment to Florida

Nature of the LLC's Business

The purposes of the limited liability company are to (i) manage and otherwise engage in transactions with respect to ambulatory surgical centers and other healthcare facilities, and (ii) engage in any such lawful business which a limited liability company may pursue under the laws of Delaware and Florida.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Nuesterra Healthcare Management, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CT Corporation System

By:

John J. Linnihan

(Signature)

John J. Linnihan, Asst. Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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PAGE 1

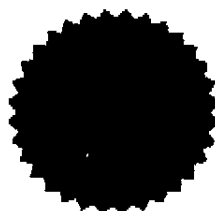
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NUETERRA HEALTHCARE MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF DECEMBER, A.D. 2003.

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

3727175 8300

030801159



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2808525

DATE: 12-12-03