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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 705429 7209848

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : November 14, 2005

ORDER TIME : 5:03 PM

ORDER NO. : 705429-010

CUSTOMER NO: 7209848

FILED
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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: HEALTHEDGE INVESTMENT
PARTNERS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

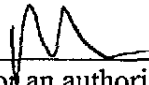
CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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

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

1. HealthEdge Investment Partners, LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 17, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 2905 Bayshore Boulevard, Suite 200 Tampa, Florida 33629
(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:
- Harold S. Blue, Phillip S. Dingle and Brian W. Anderson
- 2905 Bayshore Boulevard, Suite 200 Tampa, Florida 33629
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:
Provides management services to private equity fund


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.)

Phillip S. Dingle

Typed or printed name of signee

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**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:

HealthEdge Investment Partners, LLC

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

Phillip S. Dingle

(Name)

2905 Bayshore Boulevard, Suite 200

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tampa, Florida 33629

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, Florida Statutes.

By: _____

(Signature)

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

Delaware

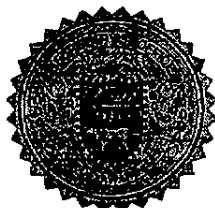
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHEDGE INVESTMENT PARTNERS, 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 FOURTEENTH DAY OF NOVEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHEDGE INVESTMENT PARTNERS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 2005.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3971452 8300

AUTHENTICATION: 4294565

050926571

DATE: 11-14-05