

Document Number Only

M97000000153

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 MAR 26 PM 1:52

MedManagement, LLC.

500002126695--7
-03/28/97--01038--002
***140.00 ***140.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
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- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
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3-26

G. TAX _____
 FILING _____
 R. AGENT FEE 105.00
 S. COPY 25.00
 TOTAL 140.00
 V. BANK _____
 BALANCE DUE _____
 PAYMENT _____

RECEIVED
97 MAR 26 PM 12:00

3/24/97

(Date)



(Signature of a Member or Authorized Representative of a member)

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

CT Corporation System

By: Susan J. Wanner
(Signature)

3-25-97
(Date)

Susan J. Wanner
(Type Name of Officer)

Asst VP
(Title of Officer)

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the limited liability company is: MedManagement, L.L.C.

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 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.

CT CORPORATION SYSTEM

Luzay J. Warner
(Signature)

Asst VP

(Title)

3-25-97

(Date)

FILING FEE: \$35 for Designation of Registered Agent

Addendum

1. MedManagement, L.L.C.
4700 Nathan Lane North
Plymouth, MN 55442-2599
2. Name and title: John J. Davis MGR
Address: 4700 Nathan Lane North, Plymouth, MN 55442-2599

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of MedManagement,
L.L.C. _____ deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 5,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 18,500,000 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 80,000,000 . This total includes amounts from 2 and 3 above.



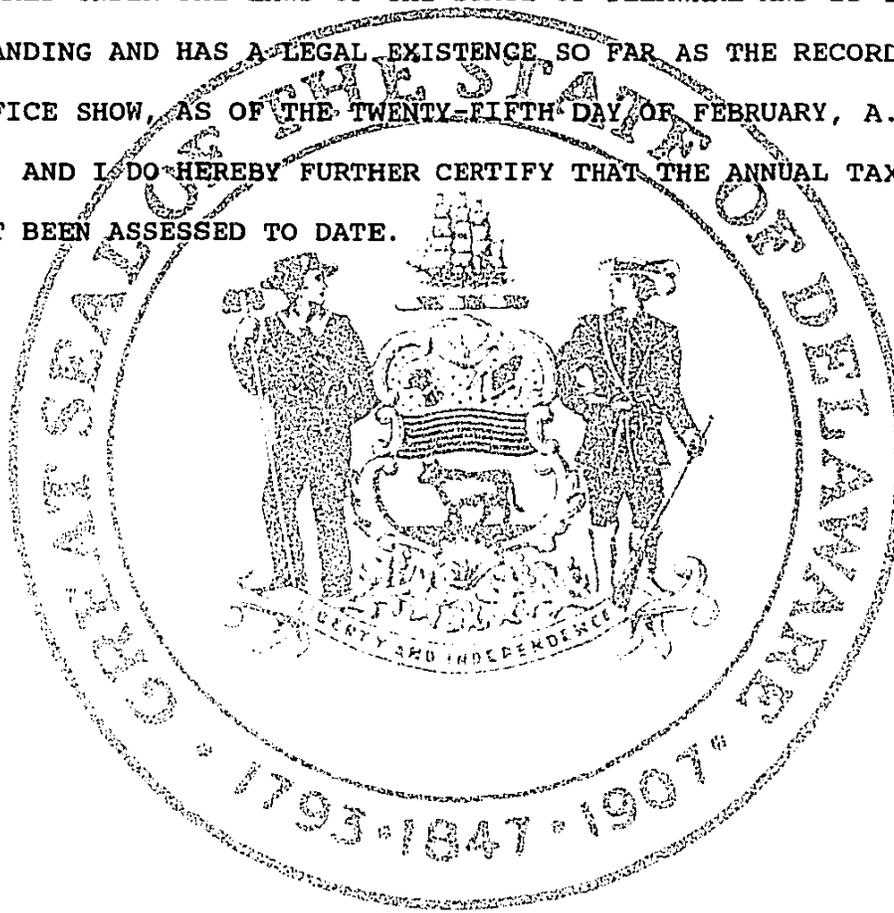
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDMANAGEMENT, L.L.C." 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 TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1997.

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

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AUTHENTICATION:

DATE:

8346696

02-25-97