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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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DIVISION OF CORPORATIONS
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-05/06/97--01096--001

****250.00 ****250.00

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-05/06/97--01096--002

*****35.00 *****35.00

Met Solutions L.L.C.

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-05/06/97--01096--003

*****52.50 *****52.50

☐ Profit

☐ NonProfit

☒ Limited Liability Co.

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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J. TAX FILING 250.00
R. AGENT FEE 35.00
J. COPY 52.50
TOTAL 337.50
BANK
BALANCE DUE
FUND

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97 MAY -1 AM 11:36
TALLAHASSEE, FLORIDA

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. MET Solutions L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 22-3437913
(FEI number, if applicable)

4. February 13, 1996
(Date of Organization)

5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")

6. April 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 201 Littleton Road
Morris Plains, NJ 07950
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

PLEASE SEE ATTACHED

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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Filing Fee: \$ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

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MET Solutions L.L.C.

Application of Authority - Florida

8. Names, Titles and Business Addresses
of Managers

F. Robert Fritzky
Chairman, President,
Chief Executive Officer

201 Littleton Plaza
Morris Plains, NJ 07950

Charles A. Carter
Chief Operating Officer,
Chief Science Officer

2 Hanover Square
Suite 950
Raleigh, NC 27601

Gerald Sokol
Chief Medical Officer

c/o Gulf Pointe Cancer Center
7651 Medical Drive
Hudson, FL 34467

Francis Gace

1 Bridge Plaza
Fort Lee, NJ 07024

Charles D. Peebler, Jr.

40 West 23rd Street
New York, NY 10010

Valentine J. Zammit

40 West 23rd Street
New York, NY 10010

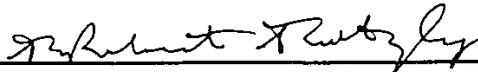
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
MET Solutions L.L.C. deposes 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 \$ 125,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 13,889.00 . 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
\$ 138,889.00 . 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.)

F. Robert Fritzky

Filing Fee: \$ 52.50 for Affidavit

MET Solutions L.L.C.

Attachment to
Affidavit of Membership and Contributions of
Foreign Limited Liability Company

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- 3) Description of property other than cash contributed by Members:

Intangible Assets:

a. All intangible properties directly relating to the Business and used or intended to be used by the Company in engaging in the same, including, without limitation: (i) the name "MET Solutions," the phrase "Medical Economic and Technological Solutions!" and all related registered and unregistered trademarks, service marks, trade names, logotypes, commercial symbols and slogans, all applications therefor, all derivative works and all associated goodwill; (ii) all statutory, common law and registered copyrights, all applications therefor and all associated goodwill; and (iii) all other inventions, discoveries, improvements, processes, formulae (secret or otherwise), data, drawings, specifications, trade secrets, confidential information know-how and ideas (including those in the possession of third parties, but which are the property of any Member) related to the foregoing, and all drawings, records, books or other tangible media embodying the foregoing and all drawings, records, books or other tangible media embodying the foregoing.

b. The business concept and strategy for a management service organization to provide the services intended to constitute the Business and any and all business plans and implementation strategies related thereto (the "Concept").

c. All goodwill relating to the Concept.

d. All books and records, ledgers, customer lists, files, correspondence, and other written records of every kind owned by Members or in which any Member has any interest relating in any way to any of the foregoing.

**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.

1. The name of the limited liability company is: _____

MET Solutions L.L.C.

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

C T CORPORATION SYSTEM

(Name)

c/o C T 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.

C T CORPORATION SYSTEM

Eileen M. Horn

(Signature)

April 29, 1997

(Date)

Assistant Secretary

(Title)

FILING FEE: \$ 35 for Designation of Registered Agent

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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 "MET SOLUTIONS 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-NINTH DAY OF APRIL, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8442468

04-29-97