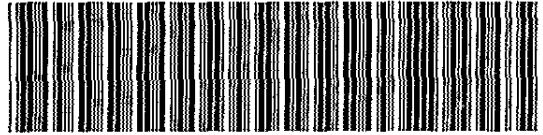


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STATE OF FLORIDA
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Physicians Renal Care, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Robert C. May, Esquire
(Name of Person)

The Law Firm of May & May, P.C.
(Firm/Company)

4330 Carlisle Pike
(Address)

Camp Hill, PA 17011
(City/State and Zip code)

For further information concerning this matter, please call:

Robert C. May, Esquire at (717) 612-0102
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Physicians Renal Care, 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. Pennsylvania

(State or country under the law of which it is incorporated)

3. 54-2109728

(FEI number, if applicable)

4. May 15, 2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. June 5, 2003

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3971 Linglestown Road, Harrisburg, Pennsylvania 17110

(Principal office address)

3971 Linglestown Road, Harrisburg, Pennsylvania 17110

(Current mailing address)

8. Renal Care services related to physicians and any and all other legally authorized purposes

(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: William S. Larkin

Office Address: 1627 Canal Court

Tavares

(City)

, Florida 32778

(Zip code)

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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Cary Cummings, III, M.D.

Address: 3971 Linglestown Road, Harrisburg, Pennsylvania 17110

Vice Chairman: None

Address:

Director: Eric J. Wiener

Address: 3971 Linglestown Road, Harrisburg, Pennsylvania 17110

Director:

Address:

B. OFFICERS

President: Eric J. Wiener

Address: 3971 Linglestown Road, Harrisburg, Pennsylvania 17110

Vice President: None

Address:

Secretary: Stephen R. Lenker

Address: 3971 Linglestown Road, Harrisburg, Pennsylvania 17110

Treasurer: Stephen R. Lenker

Address: 3971 Linglestown Road, Harrisburg, Pennsylvania 17110

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Stephen R. Lenker

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen R. Lenker, Secretary and Treasurer

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

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TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

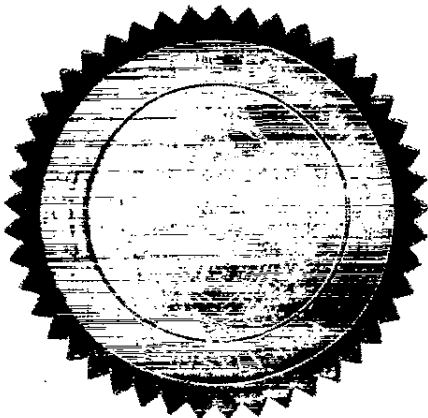
July 28, 2003

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY THAT,

PHYSICIANS RENAL CARE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show , as of the date herein .



IN TESTIMONY WHEREOF , I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Debra C. Cantor

Secretary of the Commonwealth

STMARTZ