

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Rx Pro Health, 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:

Selma Torres - Legal Department

(Name of Person)

Rx Pro Health, Inc.

(Firm/Company)

12400 High Bluff Drive

(Address)

San Diego, CA 92130

(City/State and Zip code)

For further information concerning this matter, please call:

Selma Torres

(Name of Person)

at (858) 314-7416

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

AMN HEALTHCARE[®]

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VIA US MAIL

July 10, 2007

Ms. Becky McKnight
Florida Department of State
Divisions Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Rx Pro Health, Inc. – Application for Certificate of Authority

Dear Ms. McKnight:

Enclosed please find the copy of the letter you sent us and our check #33158 for \$3,450.00 to cover the penalty for not having registered at start of business, as required. I'm also enclosing a separate copy of all documents as you requested.

We trust this will take care of the pending matters. Thank you for your assistance and should you have any questions, please contact me at (858) 314-7416.

Sincerely,



Selma Torres
Executive Assistant, Legal Department

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2007

SELMA TORRES - LEGAL DEPARTMENT
12400 HIGH BLUFF DRIVE
SAN DIEGO, CA 92130

SUBJECT: RX PRO HEALTH, INC.
Ref. Number: W07000029925

We have received your document for RX PRO HEALTH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,450.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 407A00041537

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.

1. Rx Pro Health, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Colorado 3. 77-0597920
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 6, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JAN 1, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2601 Blake Street, Suite 400, Denver, CO 80205
(Principal office address)
Legal Department, 12400 High Bluff Drive, San Diego, CA 92130
(Current mailing address)

8. Pharmacy Staffing
(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 NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Dr., Ste 4

Weston, Florida 33331
(City) (Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

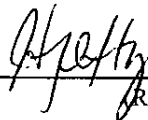
APPROVED
AND
FILED

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.

NRAI Services, Inc.

JoAn T. Petty, Assistant Secretary



(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: Susan R. Nowakowski - Director/CEO

Address: 12400 High Bluff Drive
San Diego, CA 92130

Vice Chairman: Denise L. Jackson - Director/Senior Vice President, General Counsel & Secretary

Address: 12400 High Bluff Drive
San Diego, CA 92130

Director: _____

Address: _____

Director: _____

Address: _____

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Steve Croke

Address: 2601 Blake Street, Suite 400
Denver, CO 80205

Vice President: Richard Barnhardt

Address: 2601 Blake Street, Suite 400
Denver, CO 80205

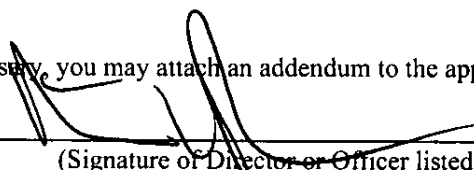
Secretary: Denise L. Jackson - Senior Vice President, General Counsel and Secretary

Address: 12400 High Bluff Drive, San Diego, CA 92130

Treasurer: David C. Dreyer

Address: 12400 High Bluff Drive, San Diego, CA 92130

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Denise L. Jackson, Director
(Typed or printed name and capacity of person signing application)

Officers and Directors of RX PRO HEALTH, INC.

Susan R. Nowakowski
Director, CEO
12400 High Bluff Drive
San Diego, CA 92130

Denise L. Jackson
Director, Senior Vice President, General Counsel & Secretary
12400 High Bluff Drive
San Diego, CA 92130

Steve Croke
President
2601 Blake Street
Denver, CO 80205

Richard Barnhart
Vice President
2601 Blake Street
Denver, CO 80205

David C. Dreyer
CFO & Treasurer
12400 High Bluff Drive
San Diego, CA 92130

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Rx Pro Health, Inc.

is a
Corporation

formed or registered on 05/06/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031145133 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 06/12/2007 that have been posted, and by documents delivered to this office electronically through 06/18/2007 @ 11:22:26 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 06/18/2007 @ 11:22:26 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6810230 .



Mike Coffman

Secretary of State of the State of Colorado

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 JUL 13 AM 11:54

APPROVED
AND
FILED

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."