



THE UNITED STATES
CORPORATION
COMPANY

F 97000005889

ACCOUNT NO. : 072100000032

REFERENCE : 543403 161481A

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 70.00

ORDER DATE : September 25, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 543403-010

CUSTOMER NO: 161481A

CUSTOMER: Mr. Ken Busse
Paidos Health Management
102 Wilmot Road
Suite 300
Deerfield, IL 60015

300002339973--3

FOREIGN FILINGS

NAME: PAIDOS HEALTH MANAGEMENT
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

8/11/6
97 NOV -6 PM 3:49
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
RECEIVED
97 NOV -6 AM 11:25
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA.*

1. PAIDOS HEALTH MANAGEMENT SERVICES, 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. Delaware 3. 36-4066653
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 21, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 102 Wilmot Road, Suite 300, Deerfield, Illinois 60015
(Current mailing address)

8. Neonatal disease management services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: Corporation Service Company
Patricia Cosentino Asst. Sec.
(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 addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: SEE ATTACHED

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

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

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

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PAIDOS HEALTH MANAGEMENT SERVICES, INC.
BOARD OF DIRECTORS & OFFICERS

<u>Member/Office Address</u>	<u>Home Address</u>	<u>Secretary</u>
Duke Collier Suite 8 West 100 555 13th Street Washington, D.C. 20004 #202-637-5684 #202-637-5910 (fax)	3607 Lowell Street Washington, D.C. 20016 202-237-7577	Connie Coia #202-637-6809
Thomas W. Erickson <i>CareSelect Group, Inc.</i> 5950 Berkshire Lane, Ste 1100 Dallas, TX 75225 214-365-6000 214-365-6062 (direct) 214-365-6001 (fax)	3106 Greenbrier Drive Dallas, TX 75225 214-369-6080 214-696-4202 (fax)	Linda Alder
David L. Goldsmith (Secretary) <i>Robertson, Stephens & Co.</i> 555 California Street Suite 2600 San Francisco, CA 94104 415-781-9700 415-989-8575 (fax)	6 Monterey Terrace Orinda, CA 94563 510-254-7082	Lisa Lais
Gene Hill, III <i>ACCEL Partners</i> One Embarcadero Center Suite 3820 San Francisco, CA 94111 415-989-5656 ext. 177 (voice mail) 415-989-5554 (fax)	6 Brandt Drive Moraga, CA 94556 510-376-3356 510-376-4336 (fax)	Pat Collins
George Emont <i>Humana Inc.</i> 500 W. Main Street Louisville, KY 40201 502-580-3528 502-580-3639 (fax)	179 Lake Avenue Metuchen, NJ 08840 908-548-5119	Debra Porter 502-580-3665
Forrest R. Whittaker (President) <i>Paidos Healthcare, Inc.</i> 102 Wilmet Road Suite 300 Deerfield, IL 60015 847-267-0706 847-267-0733 (fax)	347 Basswood Road Lake Forest, IL 60045 708-295-8148	Kathy Bosco

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 DIVISION OF REGISTRATION

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Kam Shah (Treasurer) 1/1/97
 (Same as Forrest Whittaker)

Investors

Andrew E. Senyei, MD
Enterprise Partners
 7979 Ivanhoe Avenue, #550
 LaJolla, CA 92037
 619-454-8833
 619-454-2489 (fax)

Nancy Olson
St. Paul Venture Capital
 3000 Sand Hill Road
 Bldg. 3, Suite 220
 Menlow Park, CA 94025
 415-854-2203
 415-233-1781 (fax)

Eugene M. Weber
Bluewater Capital Management, Inc.
 50 California Street
 Suite 3200
 San Francisco, CA 94111
 415-362-5680
 415-788-6763 (fax)

1547 El Camino Del Teatro
 LaJolla, CA 92037
 619-454-6134
 619-454-6187 (fax)

2100 Green Street
 #102
 San Francisco, CA 94123
 415-885-1152

Secretary

Bonnie Johnson

Marilyn Stupi

Barbara Fernandez

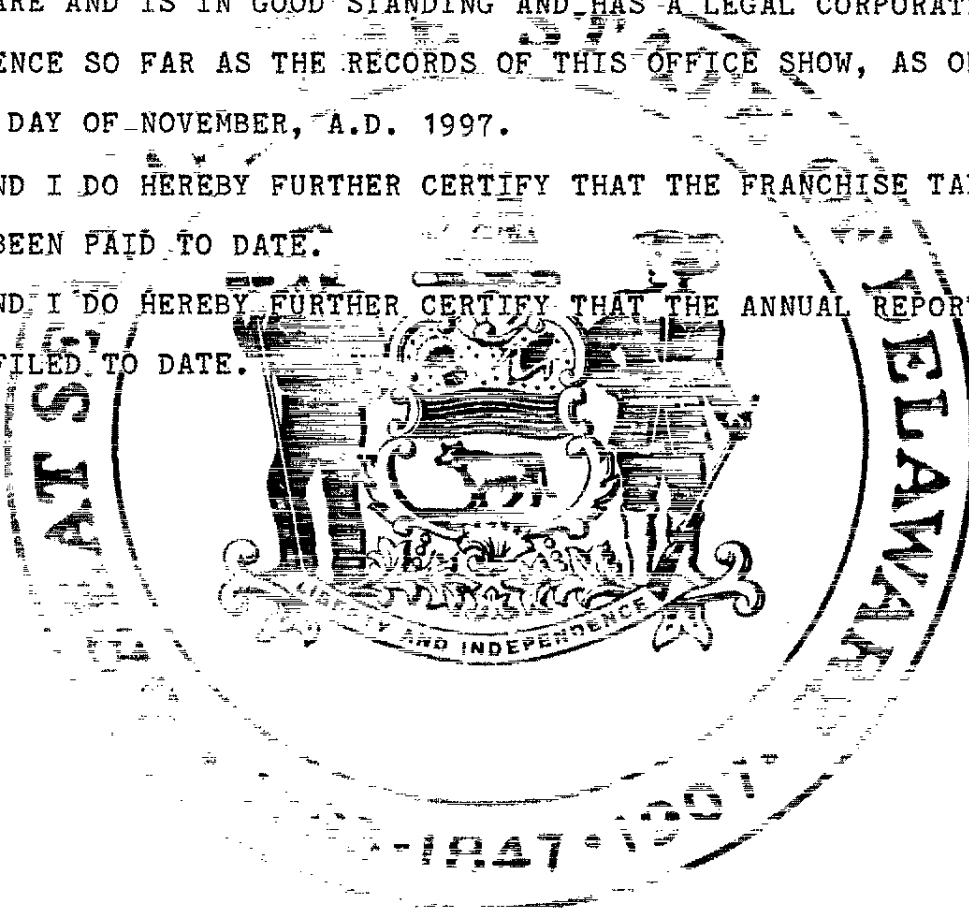
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 DIVISION OF RECORDS & INFORMATION
 97 NOV -6 PM 3:49

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAIDOS HEALTH MANAGEMENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 1997.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF RECEPTION
97 NOV -6 PM 3:49



Edward J. Freel

Edward J. Freel, Secretary of State

2535779 8300

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AUTHENTICATION: 8735946

DATE: 11-03-97