

CERTAMX



AMERICAN STOCK EXCHANGE  
Equities Options ETFs

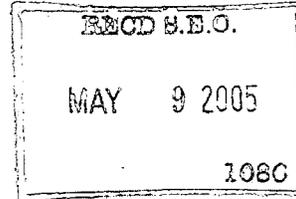


1-32203

American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872

May 9, 2005

Mr. Brian Johnson  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549



PROCESSED

MAY 10 2005

THOMSON FINANCIAL

Dear Mr. Johnson:

This is to certify that on May 9, 2005, the American Stock Exchange, Inc. (the "Exchange") received from Prospect Medical Holdings, Inc. (the "Registrant") a copy of the Registrant's application on Form 10-12B for the registration of the following securities:

Common Stock, \$0.01 par value per share

We further certify that the above described security has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer  
Managing Director  
Listing Qualifications Department

cc: Herbert Scholl  
Pradip Bhaumik