

825176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

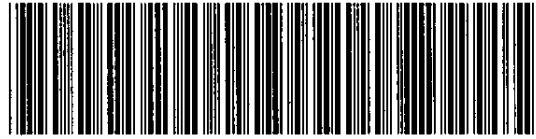
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



500133441765

~~07/28/08--01034--008 **43.75~~

07/28/08--01034--009 **8.75

07/28/08--01034--008 **35.00

~~07/28/08--01034--008 **43.75~~

FILED
2008 SEP 12 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TB

9/15/08



Law Firm

Solheim Billing & Grimmer, S.C.

Telephone (608) 282-1200
Facsimile (608) 282-1218

Direct Line: (608) 282-1226
E-Mail: cdraeger@sbgilaw.com

July 25, 2008

Via Overnight Mail

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Marshall Erdman & Associates, Inc.
Corporate Name Change to Erdman Company

Dear Sir or Madam:

We represent Marshall Erdman & Associates, Inc., a Wisconsin corporation. Enclosed for filing on behalf of the above-referenced corporation are the following documents:


1. Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. Certified copy of Articles of Amendment as filed with the Wisconsin Department of Financial Institutions.
3. Check in the amount of \$35 for the filing fees.

Upon filing of the enclosed documents, please issue a Certificate of Good Standing/Status evidencing the corporate name change. An additional check in the amount of \$8.75 is enclosed.

Please return the file-stamped document and Certificate of Good Standing/Status to my attention in the enclosed return envelope. Please contact the undersigned if you have any questions or need further information.

Sincerely,

SOLHEIM BILLING & GRIMMER, S.C.

By 
Cynthia A. Draeger

CAD:knh
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MARSHALL ERDMAN & ASSOCIATES, INC.
(Name of Corporation)

DOCUMENT NUMBER: 825176

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cindy Draeger, Paralegal
(Name of Contact Person)

Solheim Billing + Grimmer, S.C.
(Firm/Company)

One So. Pinckney St., Suite 301
(Address)

Madison WI 53703
(City/State and Zip Code)

For further information concerning this matter, please call:

Cindy Draeger at (608) 282-1226
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Law Firm

Solheim Billing & Grimmer, S.C.

Telephone (608) 282-1200
Facsimile (608) 282-1218

Direct Line: (608) 282-1226
E-Mail: cdraeger@sbglaw.com

September 11, 2008

Via Overnight Mail

Ms. Teresa Brown
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Marshall Erdman & Associates, Inc.
Corporate Name Change to Erdman Company

Dear Ms. Brown:

We represent Marshall Erdman & Associates, Inc., a Wisconsin corporation. Enclosed is a copy of your letter dated August 4, 2008. Also enclosed for filing on behalf of the above-referenced corporation are the following documents:

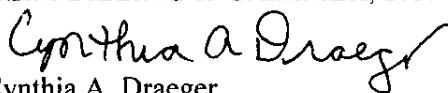
1. Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. Certified copy of Articles of Amendment as filed with the Wisconsin Department of Financial Institutions.
3. Cover letter (as originally submitted).
4. Resolution of the Board of Directors to Adopt an Alternate Name For Use in Florida (Erdman Healthcare Facilities Company) and check in the amount of \$35.00 for the filing fee.

Upon filing of the enclosed documents, please issue a Certificate of Good Standing/Status evidencing the corporate name change.

Please return the file-stamped document and Certificate of Good Standing/Status to my attention in the enclosed return envelope. Please contact the undersigned if you have any questions or need further information.

Sincerely,

SOLHEIM BILLING & GRIMMER, S.C.

By 
Cynthia A. Draeger
Paralegal

CAD:jck
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 4, 2008

CYNTHIA A. DRAEGER
SOLHEIM BILLING & GRIMMER, S.C.
PO BOX 1644
MADISON, WI 53701-1644

SUBJECT: MARSHALL ERDMAN & ASSOCIATES, INC.
Ref. Number: 825176

We have received your document for MARSHALL ERDMAN & ASSOCIATES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name of use in the state of Florida. The alternate name should be added to the document in the space provided. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Copr., Incorporated, and Inc.

Please return 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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 108A00044367

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

825176

(Document number of corporation (if known))

1. MARSHALL EROMAN & ASSOCIATES, INC.
(Name of corporation as it appears on the records of the Department of State)

2. WISCONSIN
(Incorporated under laws of)

3. October 8, 1970
(Date authorized to do business in Florida)

FILED
2008 SEP 12 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 23, 2008

5. EROMAN COMPANY
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

EROMAN HEALTHCARE FACILITIES COMPANY
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

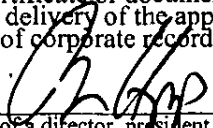
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

BRIAN HAPP
(Typed or printed name of person signing)

C.O.O.
(Title of person signing)

DFI/CORP/30
DOCUMENT
2/00

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: JUL 25 2008

BY: A handwritten signature in black ink, appearing to read "Robert Kaur".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

1 E02701

Sec. 180.1006
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



Imaged

ARTICLES OF AMENDMENT – STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

Marshall Erdman & Associates, Inc.

(Enter Corporate Name)

Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:

OK
E038322

ARTICLE 1: Name. The name of the corporation is Erdman Company, and the period of its existence shall be perpetual.

JUL 23 2008 12:26 PM
‡. A
421633 DCORP40 \$40.00

JUL 23 2008 12:26 PM
‡. B
421633 EXPEDITE25 \$25.00

DEPT. OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

08 JUL 23 AM 11:10

FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

B. Amendment(s) adopted on July 21, 2008

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
- OR
- In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
- OR
- In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on 7.22.08
(Date)


(Signature)

Title: President Secretary
or other officer title Executive V.P.

Brian Happ
(Printed name)

This document was drafted by Attorney James I. Statz
(Name the individual who drafted the document)

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

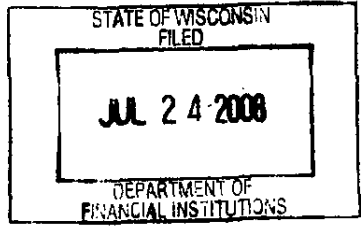
Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00** payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

\$40.00 + \$25.00
Esp

ARTICLES OF AMENDMENT – Stock, For-Profit Corporation

Chap. 180

Attorney James I. Statz
P.O. Box 1644
Madison, WI 53701-1644



- Name Change

▲ Your return address and phone number during the day: (608) 282-1229

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders – Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors – Before issuance of shares – See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.