

Document Number Only

F00000000133

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

METRO HEALTH / FLORIDA, Inc.

400003007294--2

-10/06/99--01046--014

*****70.00 *****70.00

00 JAN - 6 PM 4:32
RECEIVED
SECRETARY OF CORPORATIONS
ENTERED STATE

Profit
 NonProfit

Amendment

Merger

Foreign
 LLC
 Limited Partnership
 Reinstatement

Dissolution/Withdrawal

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CUS

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name Availability
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Verifier
Acknowledgment
W.P. Verifier

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File Stamped To:

Jeffrey Butterfield



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: METRO HEALTH/FLORIDA, INC.
Ref. Number: W99000023112

WALK-UP
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 00
PICK-UP
PM 4:32

We have received your document for METRO HEALTH/FLORIDA, 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):

Please note that we have RETAINED your \$70.00 payment.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A0004859

ATTN:

Please Back Date

THANKS



DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN - 6 PM 12: 02

RECEIVED

MINUTES OF DIRECTORS
OF
METRO HEALTH/FLORIDA, INC.

TAKEN: AS OF OCTOBER __, 1999
BY UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING


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DIVISION OF CORPORATIONS
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The undersigned, being all the members of the Board of Directors of Metro Health/Florida Inc., a Georgia nonprofit corporation (the "Corporation"), hereby take the actions set forth below in this document (the "Unanimous Consent"). The within actions by unanimous written consent constitute a meeting of directors. The Unanimous Consent shall be dated and shall be effective as of the date first above written.


NOW, THEREFORE, BE IT RESOLVED, that any one or more of the officers of the Corporation, acting singly and without need for attestation, be, and each of them hereby is, authorized to execute and deliver all documentation necessary to effectuate an assumption in the State of Florida of the name "Metro Long-Term Care of Florida, Inc."; and

FURTHER RESOLVED, that any one or more of the officers of the Corporation, acting singly and without need for attestation, be, and each of them hereby is, authorized and directed to do all things and to take all further actions which they, in their sole discretion, deem necessary to effectuate the aforementioned intentions of the Corporation, and any and all actions of any officer of the Corporation heretofore taken on behalf of the Corporation to effectuate the intentions authorized by these resolutions are hereby approved, authorized and ratified.

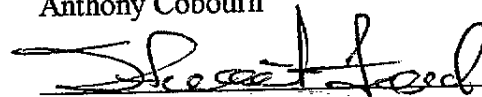
IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation, have executed this Unanimous Consent as of the date first above written. This Unanimous Consent may be executed in counterparts, each of which shall be deemed an original.



Lawrence M. Butler



Anthony Cobourn



Stewart Ford

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Metro Health/Florida, 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. Georgia
(State or country under the law of which it is incorporated)

3. 58-2427866
(FEI number, if applicable)

4. December 1, 1998
(Date of incorporation)

5. Perpetual
(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. 555 Sun Valley Drive, M-2 Roswell, GA 30076 attn: Lawrence M. Butler

(Current mailing address)

Ownership and operation of healthcare facilities

8. _____
(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: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

Dale W. Morris
C T CORPORATION SYSTEM

(Registered agent's signature)

DALE W. MORRIS,
ASSISTANT VICE PRESIDENT

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.

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DIVISION OF CORPORATIONS
JAN - 6 PM 4:32

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: Lawrence M. Butler

Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

Vice Chairman: _____

Address: _____

Director: Lawrence M. Butler

Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

Director: Stewart Ford

Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

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

See 1 in Addendum

President: Lawrence M. Butler

Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

Vice President: _____

Address: _____

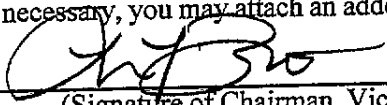
Secretary: Stewart Ford

Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

Treasurer: Lawrence M. Butler

Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

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

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

14. Lawrence M. Butler, President
(Typed or printed name and capacity of person signing application)

Addendum

1. Director Name: Anthony Coburn
Address: 555 Sun Valley Drive, M-2 Roswell, GA 30076

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92780042
CONTROL NUMBER : K843937
DATE INC/AUTH/FILED: 12/01/1998
JURISDICTION : GEORGIA
PRINT DATE : 10/05/1999
FORM NUMBER : 211

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CT CORPORATION SYSTEM
SANDRA STAMPS
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

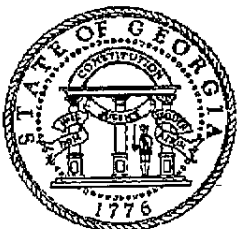
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

METRO HEALTH/FLORIDA, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State