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UCC FILING & SEARCH SERVICES, INC.
 516 East Park Avenue
 Tallahassee, Florida 32301
 (904) 688-5288

HOLD FOR PICKUP BY UCC SERVICES OFFICE USE ONLY

856647/7000u

July 26, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Meridian Comp of New York, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

FILED
 01 JUL 26 AM 11:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 JUL 26 AM 11:32
 NOT INTENDED TO ACKNOWLEDGE SUFFICIENCY OF FILING

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

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1. Meridian
Meridian COMP of New York, 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. 13-3877060

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 16, 1996 5. Perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 20 Burton Hills Boulevard, Suite 200 Nashville, TN 37215

(Principal office address)

same

(Current mailing address)

8. To engage in any lawful act/activiy for which a corporation may be organized to do business under the laws of Florida
(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 or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

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.

NRAI Services, Inc.

[Signature], Special 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Charles "Chip" D. Phillips

Address: 20 Burton Hills Boulevard, Suite 200 Nashville, TN 37215

Director: Haywood D. Cochrane, Jr.

Address: 20 Burton Hills Boulevard, Suite 200 Nashville, TN 37215

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B. OFFICERS

President: Charles "Chip" D. Phillips

Address: 20 Burton Hills Boulevard, Suite 200 Nashville, TN 37215

Vice President: n/a

Address: _____

Shannon Wolcott

Secretary: 20 Burton Hills Boulevard, Suite 200 Nashville, TN 37215

Address: _____

Treasurer: Asst Secretary T. Michael Bouldin

Address: 20 Burton Hills Boulevard, Suite 200 Nashville, TN 37215

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

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

14. Shannon Wolcott, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERIDIAN COMP OF NEW YORK, 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 SEVENTEENTH DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERIDIAN COMP OF NEW YORK, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF MARCH, A.D. 1996.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1247861

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DATE: 07-17-01