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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

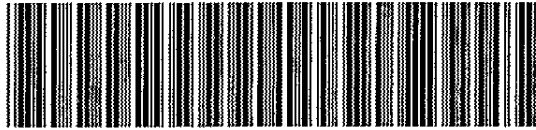
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Withrow, McQuade & Olsen, LLP*

ATTORNEYS AT LAW

540.772.0255  
sratliff@wmlaw.com

January 30, 2003

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

*Re: Application by Foreign Corporation for Authorization to Transact Business in Florida*

Dear Sir or Madam:

Please find enclosed the following documents necessary to authorize Medical Doctor Associates, Inc., a Georgia corporation (the "Company"), to transact business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Original Certificate of Existence for the Company; and
3. Check in the amount of \$78.75 for the filing fee for the Application and Certified Copy.

Please process the enclosed and return to Scott Withrow at the address listed below a letter of acknowledgment as well as the certified copy of the application. If you have any questions, please do not hesitate to contact me. Thank you for your assistance with this matter.

Sincerely,

  
Sarah E. Ratliff  
Paralegal

Enclosures

cc: Mr. Michael L. Pretiger (w/ encl.)  
Scott C. Withrow, Esq. (w/ encl.)  
Brenton S. Bean, Esq. (w/ encl.)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Medical Doctor Associates, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Scott C. Withrow, Esq.  
(Name of Person)  
Withrow, McQuade & Olsen, LLP  
(Firm/Company)  
3379 Peachtree Road, NE, Suite 970  
(Address)  
Atlanta, Georgia 30326  
(City/State and Zip code)

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DIVISION OF CORPORATIONS  
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For further information concerning this matter, please call:

Scott C. Withrow, Esq. at ( 404 ) 814-0037  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.*

1. Medical Doctor Associates, 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 3. 58-1761269  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/4/1987 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(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. 145 Technology Parkway, Norcross, Georgia 30092  
(Principal office address)
- same  
(Current mailing address)

8. staffing and management consulting services in healthcare industry  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

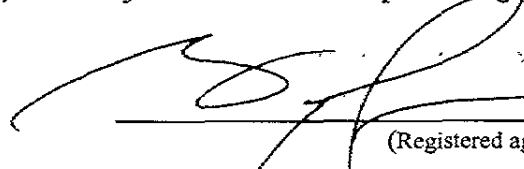
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (Zip code)

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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.*

  
Brian Courtney  
Asst. V. Pres.  
(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: Kenneth M. Shumard

Address: 145 Technology Parkway, Norcross, Georgia 30092

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Brenda Joyce Shumard

Address: 145 Technology Parkway, Norcross, Georgia 30092

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: James Ginter

Address: 145 Technology Parkway, Norcross, Georgia 30092

                     CEO: Kenneth M. Shumard

Address: 145 Technology Parkway, Norcross, Georgia 30092

Secretary: Brenda Joyce Shumard

Address: 145 Technology Parkway, Norcross, Georgia 30092

Treasurer: Michael Pretiger

Address: 145 Technology Parkway, Norcross, Georgia 30092

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

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

14. Michael Pretiger, Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

CONTROL NUMBER : J720344  
DATE INC/AUTH/FILED: 09/04/1987  
JURISDICTION : GEORGIA  
PRINT DATE : 01/29/2003  
FORM NUMBER : 211

WITHROW, MCQUADE & OLSEN, LLP  
SARAH E. RATLIFF  
3379 PEACHTREE ROAD, NE, SUITE 970  
ATLANTA, GA 30326

**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, as of the above print date

**MEDICAL DOCTOR ASSOCIATES, INC.  
A GEORGIA PROFIT CORPORATION**

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date 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 print date above. 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 information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and 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.

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Cathy Cox  
Secretary of State