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TALLAHASSEE, FLORIDA

**D. BRUCE**

APR 22 2009

**EXAMINER**

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: NIMCO, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.. Also enclosed is a copy of the written consent of the Managers adopting an alternate name.  
Please return all correspondence concerning this matter to the following:

Ashley L. Autry  
(Name of Person)

Schreeder, Wheeler & Flint, LLP  
(Firm/Company)

1100 Peachtree Street, Suite 800  
(Address)

Atlanta, Georgia 30309  
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Ashley L. Autry, Esq. at ( 404 ) 681-3450  
(Name of Person) (Area Code & Daytime Telephone Number)

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

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 13, 2009

ASHLEY L. AUTRY  
SCHREEDERM WHEELER & FLINT, LLP  
1100 PEACHTREE STREET, SUITE 800  
ATLANTA, GA 30309

SUBJECT: NIMCO, LLC / NIMCO FLORIDA, LLC  
Ref. Number: W09000017175

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TALLAHASSEE, FLORIDA

We have received your document for NIMCO, LLC / NIMCO FLORIDA, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

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) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 809A00012297

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. NIMCO, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

NIMCO SOUTHEAST, LLC  
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.") (written consent attached)

2. Georgia 3. N/A  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 11, 2003 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon registration  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3290 Northside Parkway, Suite 300  
Atlanta, Georgia 30327  
(Street Address of Principal Office)

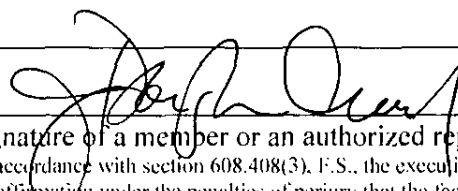
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
J. Douglas Craft  
3290 Northside Parkway, Suite 300  
Atlanta, Georgia 30327

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**TALLAHASSEE, FLORIDA**

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: medical services

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
J DOUGLAS CRAFT  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NIMCO, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

NIMCO SOUTHEAST, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

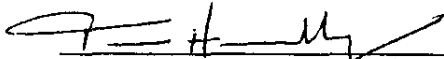
Plantation

FL

33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*



(Signature)

**Terence Hardley Asst. Secretary**

\$ 100.00	<b>Filing Fee for Application</b>
\$ 25.00	<b>Designation of Registered Agent</b>
\$ 30.00	<b>Certified Copy (optional)</b>
\$ 5.00	<b>Certificate of Status (optional)</b>

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TALLAHASSEE, FLORIDA

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Control No. 0321619

# STATE OF GEORGIA

## Secretary of State

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

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## CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

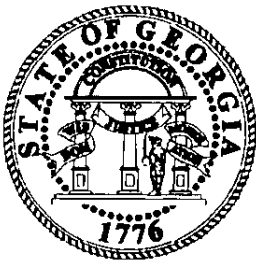
### NIMCO, LLC

#### Domestic Limited Liability Company

was formed or was authorized to transact business on 04/11/2003 in Georgia. 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 6th day of April, 2009

Karen C Handel  
Secretary of State

**NIMCO, LLC  
CONSENT  
BY THE MANAGER**

The undersigned, constituting the sole Manager of NIMCO, LLC, a Georgia limited liability company (the "Company"), pursuant to Section 309 of the Georgia Limited Liability Company Act and Section 7.8 of the Third Amended and Restated Operating Agreement, hereby consents to and takes the following action and adopts the following resolutions, as if the same were done at a duly called meeting of the Managers of the Company:

**WHEREAS**, the Manager has determined that it is in the best interests of the Company to qualify to do business in the State of Florida.

**WHEREAS**, the use of the name "NIMCO, LLC" is precluded by an entity already qualified to do business in the State of Florida.

**IT IS RESOLVED**, that the Manager does hereby authorize the Company to use the name "NIMCO Southeast, LLC" for purposes of qualifying to do business in the State of Florida.

**IT IS FURTHER RESOLVED**, that the duly authorized officers and agents of the Company are hereby authorized and directed to execute such applications, certificates, instruments and other documents related to the application to qualify to do business in the State of Florida, and to take any and all further action and execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith to effectuate the transactions contemplated thereby.

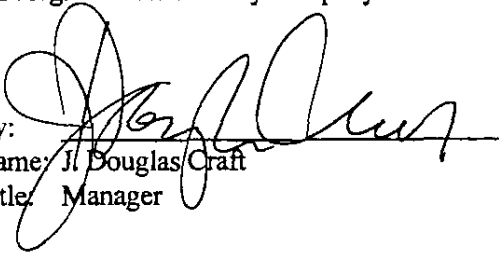
**IT IS FURTHER RESOLVED**, that the Manager of the Company is directed to file a copy of these resolutions in the Company's records.

[SIGNATURE ON FOLLOWING PAGE]

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set its hand as of the 3<sup>rd</sup> day of April, 2009.

NIMCO, LLC,  
a Georgia limited liability company

By:   
Name: J. Douglas Craft  
Title: Manager

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