

M98000000710
Smith
Alling
Lane

A Professional Services Corporation
Attorneys at Law

1102 Broadway Plaza, #403
Tacoma, Washington 98402
Tacoma: (253) 627-1091
Seattle: (425) 251-5938
Fax: (253) 627-0123

Douglas V. Alling
Grant B. Anderson
Joseph R. Cicero
Barbara A. Henderson
Edward G. Hudson
Edward M. Lane
Robert E. Mack
Barbara Headley Mungia
Linda K. Nelson, C.P.A.
Timothy M. Schellberg
Daniel C. Smith (Ret.)
Thomas F. Gallagher
J. Richard McEntee, Jr.

June 15, 1998

300002566843--2
-07/02/98--01043--001
****145.00 ****145.00

Florida Department of State
Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002566843--2
-06/19/98--01133--001
****148.75 ****148.75

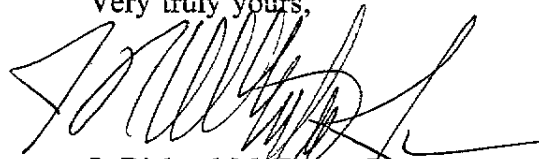
Re: **Registration of Bayside Health Group, L.L.C.**
Our File No. 3231-01

Dear Sir or Madam:

Enclosed please find fully executed documents to register Bayside Health Group, L.L.C., a Washington Limited Liability Company, to transact business in the State of Florida. Also enclosed is a Certificate of Good Standing from the State of Washington, as well as my office's check in the amount of \$148.75.

If you need additional information or have specific questions regarding this application, please feel free to call me.

Very truly yours,



J. Richard McEntee, Jr.

JRM/jd
Enclosures
cc: client
c:\docs\jrm\bayside\florida.101

Name	
Availability	MJA
Document Examiner	MJA
Updater	MJA
Updater Verifier	MJA
Acknowledgement	MJA
W. P. Verifier	MJA

M98-710
DIL-86W

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 1:42



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1998

J. RICHARD MCENTEE, JR.
SMITH ALLING LANE
1102 BROADWAY PLAZA, #403
TACOMA, WA 98402

SUBJECT: BAYSIDE HEALTH GROUP, L.L.C.
Ref. Number: W98000014230

We have received your document for BAYSIDE HEALTH GROUP, L.L.C. and your check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$145.00.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 798A00034211

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 1:42

**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. Bayside Health Group, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. State of Washington
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 601-869-624
(FEI number, if applicable)
4. April 16, 1998
(Date of Organization)
5. 30 years (RCW 25.15.270(i))
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2008 Sullivan Drive
Gig Harbor WA 98335
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Raymond B. Peirce, Jr.</u>	<u>MGRM</u>	_____	_____
<u>2008 Sullivan Drive</u>		_____	
<u>Gig Harbor, WA 98335</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUL -2 PM 1:42

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

BAYSIDE HEALTH GROUP, L.L.C.

I FURTHER CERTIFY that the records on file in this office show that the
above named limited liability company was formed under the laws of the
State of Washington and was issued a Certificate of Formation
in Washington on April 16, 1998.


I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the limited liability company is duly authorized to
transact business in the limited liability company form in the State of Washington.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 1:42



Date: June 9, 1998

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


S. HARRISON
Ralph Munro, Secretary of State

**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:

Bayside Health Group, L.L.C.

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

Raymond B. Peirce, Jr.

(Name)

9371 US. Highway 19 North Suite D

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Pinellas Park

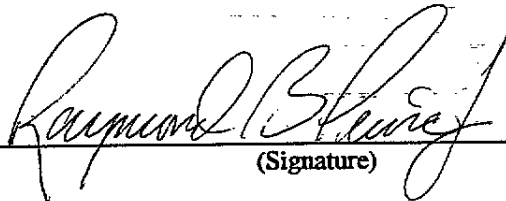
FL

33782

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 1:42

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.

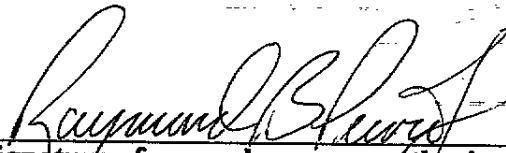

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Bayside Health Group, L.L.C.
_____ certifies:

- 1) the above named limited liability company has one member,
- 2) the total amount of cash contributed by the member is \$ 1,000,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000,000.00
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Raymond B. Peirce, Jr.

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 1:42

Filing Fee: \$250.00 for Application and Affidavit