

Document Number Only

B98000000148

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

700002434617--6

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*****36.25 *****36.25

CORPORATION(S) NAME

Edencare management and Advisory Services

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC Filing

☐ Certified Copy

☐ Photo Copies

☐ Call When Ready

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W 98-3707

Name
Availability

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Verifier

Acknowledgment

W.P. Verifier

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3/9/98

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1998

CT CORP. SYSYTEM

SUBJECT: EDENCARE MANAGEMENT AND ADVISORY SERVICES, L.P.
Ref. Number: W98000003707

REC'D
98 MAR 12 10
DIVISION OF CORPORATIONS

FILED
98 MAR 9 11:00
DIVISION OF CORPORATIONS
SECRETARY OF STATE

We have received your document for EDENCARE MANAGEMENT AND ADVISORY SERVICES, L.P. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 698A00009536

Tammi,
Please backdate this filing to March 9th. Thank you.
[Signature]

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 1:09

1. EDENCARE MANAGEMENT AND ADVISORY SERVICES, L.P.

(Name of limited partnership as it is in the home state;

2. _____

(If name is unavailable, name under which the limited partnership proposes to register to transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. DELAWARE
(State of Formation)

4. June 6, 1997
(Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM

Connie Bryan
(Officer must sign on this line)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. See 1 in Addendum

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

EdenCare Management, Inc.

31 North Main Street, Alpharetta, Georgia
30201

F98-949

10. 31 North Main Street, Alpharetta, Georgia 30201
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 31 North Main Street, Alpharetta, Georgia 30201
(Mailing Address of Limited Partnership)

This _____ day of February, 19 98.

SEE ATTACHED SIGNATURE AND NOTARY PAGE

General Partner

STATE OF GEORGIA

COUNTY OF _____

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of _____, 19____, by EdenCare Management, Inc. (Name of General Partner) of EDENCARE MANAGEMENT AND ADVISORY SERVICES, L.P. (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Notary Public

State of Georgia at Large

(SEAL)

My Commission Expires:

FILED
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DIVISION OF CORPORATIONS
98 MAR -9 PM 1:09

**SIGNATURE PAGE TO FLORIDA DEPARTMENT OF STATE - APPLICATION BY
FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA FOR EDENCARE MANAGEMENT AND ADVISORY SERVICES, L.P.**

**EDENCARE MANAGEMENT AND ADVISORY
SERVICES, L.P., a Delaware limited partnership**

By: EdenCare Management, Inc., a Delaware
corporation, its General Partner

By: Mark T. Spiegel
Mark T Spiegel, Vice President and Secretary

STATE OF GEORGIA

§
§
§

COUNTY OF Fulton

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of February, 1998, by Mark T. Spiegel, the Vice President and Secretary of EdenCare Management, Inc., a Delaware corporation and the sole General Partner of EDENCARE MANAGEMENT AND ADVISORY SERVICES, L.P., a Delaware limited partnership, on behalf the corporation and limited partnership.

Allison H. Coker
Notary Public
State of Georgia
My Commission Expires: Dec. 4, 2001

[SEAL]

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DIVISION OF CORPORATIONS
98 MAR -9 PM 1:09

Addendum

1. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, Delaware 19801

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 PM 1:09

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared See 1 in Addendum, a general partner of See 2 in Addendum, a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 100.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

This 9th day of March, 19 98.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

M. T. Smith
See 3 in Addendum

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 9 PM 1:09

STATE OF GEORGIA

COUNTY OF Fulton

DATE 3/9/98

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared See 4 in Addendum (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of March, 19 98.

Aurison K. Cohn
Notary Public

Seal

State of GEORGIA at Large

My Commission Expires:

Notary Public, Forsyth County, Georgia
My Commission Expires Dec. 4, 2001

Addendum

1. Mark T. Spiegel, Vice President and Secretary of EdenCare Management, Inc.
2. EdenCare Management and Advisory Services, L.P.
3. Mark T. Spiegel, Vice President and Secretary of EdenCare Management, Inc.
4. Mark T. Spiegel, Vice President and Secretary of EdenCare Management, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
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