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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: M&E Affiliates, 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:

Zulma M. Howarth

(Name of Person)

IncAdvantage.com, Inc.

(Firm/Company)

P.o. Box 927

(Address)

West Windsor, NJ 08550-0927

(City/State/Zip)

000003944050--3  
-04/02/01-01142-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you need to call someone concerning this matter, please call:

Zulma M. Howarth

(Name of Person)

at (877) 462-2388

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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. M&E Affiliates, 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. 58-2403810  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 22, 1998 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11585 Jones Bridge Road, Suite 420-226, Alpharetta, Georgia 30022  
(Current mailing address)

8. Health care staffing firm and travel nurse  
(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 East Park Avenue

Tallahassee, 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.

Guernan M. Howarth, Asst. Secy  
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

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

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

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

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

Director: Edward Manthey

Address: 8181 Willow Tree Way, Alpharetta, Georgia 30005

Director: Nicholas Engelman

Address: 518 Upland Place, Mt. Pleasant, SC 29464

See attached for additional director

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Edward Manthey

Address: 8181 Willow Tree Way, Alpharetta, Georgia 30005

Vice President: Nicholas Engelman

Address: 518 Upland Place, Mt. Pleasant, SC 29464

Secretary: Kathryn Manthey

Address: 8181 Willow Tree Way, Alpharetta, Georgia 30005

Treasurer: Nicholas Engelman

Address: 518 Upland Place, Mt. Pleasant, SC 29464

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

13. Edward Manthey, President

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

14. Edward Manthey - President

(Typed or printed name and capacity of person signing application)

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**ADDENDUM**

Name of Director  
Kathryn Manthey

Address  
8181 Willow Tree Way, Alpharetta, Georgia 30005

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : K823835  
DATE INC/AUTH/FILED: 06/22/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 03/27/2001  
FORM NUMBER : 211

INCADVANTAGE.COM, INC.  
ZULMA HOWARTH  
PO BOX 827, 51 EVERETT DRIVE  
SUITE B-60  
WEST WINDSOR, NJ 08550

## 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

### M&E AFFILIATES, 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 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.

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*Cathy Cox*

Cathy Cox  
Secretary of State

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STATE OF GEORGIA  
TALLASSEE, GEORGIA