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STOKES
BARTHOLOMEW
EVANS & PETREE
A PROFESSIONAL ASSOCIATION

NASHVILLE OFFICE:
SunTrust Center
424 Church Street, Suite 2800
Nashville, Tennessee 37219-2386
(615) 259-1450
Fax: (615) 259-1470

MEMPHIS OFFICE:
81 Monroe Avenue
Memphis, Tennessee 38103
(901) 525-6781
Fax: (901) 521-0681

March 30, 2001

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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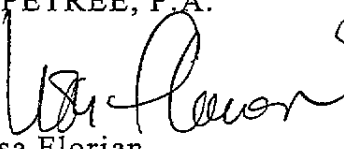
Re: Novare Services, Inc.

Dear Madam or Sir:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, along with our check in the amount of \$70.00 for the filing fee. If you have any questions regarding the enclosed or need any further information, please contact me at 615-259-1027. Thank you for your assistance.

Very truly yours,

STOKES BARTHOLOMEW EVANS
& PETREE, P.A.


Lisa Florian
Legal Assistant

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:LF
Enclosures

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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. Novare Services, 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. Ohio
(State or country under the law of which it is incorporated)
3. 31-1179456
(FEI number, if applicable)
4. 02/10/86
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/1/01 (projected)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 113 Seaboard Lane, Suite B-201
Franklin, Tennessee 37067
(Current mailing address)
8. to engage in any lawful act or activity for which corporations may be organized
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)
10. **Registered agent's acceptance:** SEE ATTACHED

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.

C T Corporation System

(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)

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

Chairman: Richard A. Naylor

Address: 113 Seaboard Lane, Suite B-201
Franklin, Tennessee 37067

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard A. Naylor

Address: 113 Seaboard Lane, Suite B-201
Franklin, Tennessee 37067

Vice President: _____

Address: _____


Secretary: Lawrence Fitzpatrick

Address: 113 Seaboard Lane, Suite B-201
Franklin, Tennessee 37067

Treasurer: _____

Address: _____

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

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

14. Richard A. Naylor, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

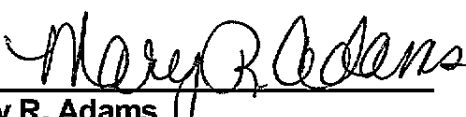
10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for Novare Services, Inc. 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.

C T CORPORATION SYSTEM

Dated March 29, 2001.

By


Mary R. Adams
Assistant Secretary

FILED

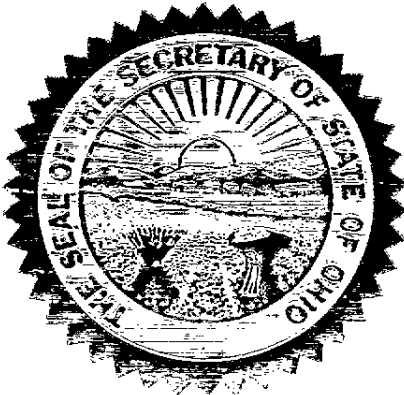
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

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I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show NOVARE SERVICES, INC., an Ohio corporation, Charter No. 671132, having its principal location in Cincinnati, County of Hamilton, was incorporated on February 10, 1986 and is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official seal at

Columbus, Ohio on

March 27, 2001

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

FILED
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SECRETARY OF STATE
TALLMADGE, OHIO