

F03 0000002199

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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03 APR 25 PM 12:58  
DIVISION OF CORPORATION

03 APR 25 04:40  
OFFICE OF STATE  
TREASURER FLORIDA

FILED



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 069719 7376326

AUTHORIZATION :

COST LIMIT : \$ PPD

-----  
ORDER DATE : April 25, 2003

ORDER TIME : 11:55 AM

ORDER NO. : 069719-005

CUSTOMER NO: 7376326

CUSTOMER: Ms. Debbie A. Borgh  
Timothy K. Mariani, Attorney  
Suite B, Jordan Hills  
Professional Centre 1550 South  
Clearwater, FL 33756  
-----

FOREIGN FILINGS

NAME: T.F.H. AND ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: \_\_\_\_\_

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

03 APR 25 PM 8:40

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 25, 2003

SUSIE KNIGHT  
CSC

SUBJECT: T.F.H. AND ASSOCIATES, INC.  
Ref. Number: W03000011917

**RESUBMIT**  
Please give original  
submission date as file date.  
RECEIVED  
03 MAY -1 PM 4:31  
DIVISION OF  
CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for T.F.H. AND ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 303A00025233

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03 APR 25 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned THOMAS F. HOOTEN., does hereby certify that this Resolution of the Board of Directors of T.F.H. AND ASSOCIATES, INC., a corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on 5/1/90.

Be it resolved, that T.F.H. AND ASSOCIATES, INC., organized and existing in the State of Tennessee, hereby adopts the name of ZIMMER ALLIANCE OF FLORIDA, INC., for the use in the State of Florida.

Date: April 28, 2003.

  
THOMAS F. HOOTEN, as President

FILED  
03 APR 25 PM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. T.F.H. AND ASSOCIATES, 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. Tennessee 3. 42-1428008  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/1/90 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4906-A Creekside Drive, Clearwater, FL 33760  
(Principal office address)  
Same  
(Current mailing address)
8. Medical Sales Device  
(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: Thomas F. Hooten  
Office Address: 4906-A Creekside Drive  
Clearwater, Florida 33760  
(City) (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.*

  
(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.

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13 APR 25 PM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas F. Hooten  
Address: 4906-A Creekside Drive  
Clearwater, FL 33760

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: Thomas F. Hooten  
Address: 4906-A Creekside Drive  
Clearwater, FL 33760

Vice President: Daniel Kennedy  
Address: 4906-A Creekside Drive  
Clearwater, FL 33760

Secretary: Marjorie Keister  
Address: 4906-A Creekside Drive, Clearwater, FL 33760

Treasurer: Thomas F. Hooten  
Address: 4906-A Creekside Drive, Clearwater, FL 33760

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03 APR 25 PM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

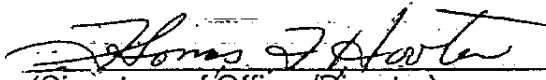
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Thomas F. Hooten, as President  
(Typed or printed name and capacity of person signing application)

STATEMENT CONCERNING AUTHORITY TO TRANSACT BUSINESS IN  
FLORIDA BY A FOREIGN CORPORATION

I, THOMAS F. HOOTEN, the undersigned, do hereby  
certify that I am aware that T F H & ASSOCIATES INC has not received a valid  
certificate of authority to transact business in Florida, as required by s. 607.1501,  
Florida Statutes. T F H & ASSOCIATES INC does not presently transact business in  
Florida within the meaning of s. 607.1501, Florida Statutes and is not required to  
receive a certificate of authority to transact business in Florida.

  
(Signature of Officer/Director)

4/21/03  
(Date)

Thomas F. Hooten, President

(Typed or printed name and capacity of person signing)

T F H & ASSOCIATES INC  
FEI #: 62-1428008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 APR 25 PM 8:41

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**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

ISSUANCE DATE: 04/21/2003  
REQUEST NUMBER: 4795-0986  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/01/1990  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0228085  
JURISDICTION: TENNESSEE

TO:  
TIMOTHY K MARIANI ATTORNEY  
AT: D. BORGH(S-B)  
1550 S HIGHLAND AVE  
CLEARWATER, FL 33756

REQUESTED BY:  
TIMOTHY K MARIANI ATTORNEY  
AT: D. BORGH(S-B)  
1550 S HIGHLAND AVE  
CLEARWATER, FL 33756

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"T.F.H. AND ASSOCIATES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/21/03

FROM:  
TIMOTHY K MARIANI ATTY AT LAW  
1550 S HIGHLAND AVEN  
SUITE B  
CLEARWATER, FL 33756-0000

RECEIVED:	FEES \$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER: 00003264807		
ACCOUNT NUMBER: 00423228		



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE