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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HEALTHESSENTIALS SOLUTIONS, 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:

JOHN E. CLONTZ

(Name of Person)

HEALTHESSENTIALS SOLUTIONS, INC.

(Firm/Company)

9510 ORMSBY STATION ROAD, SUITE 101

(Address)

LOUISVILLE, KENTUCKY 40223

(City/State and Zip code)

For further information concerning this matter, please call:

JOHN E. CLONTZ

(Name of Person)

at (502) 429 7778

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

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03 MAY 27 AM 10:29
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. HEALTHESSENTIALS SOLUTIONS, 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. DELAWARE

(State or country under the law of which it is incorporated)

3. 61-1342095

(FEI number, if applicable)

4. FEBRUARY 4, 1999

(Date of incorporation)

5. PERPETUAL

(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. 9510 ORMSBY STATION ROAD, SUITE 101, Louisville, Kentucky 40223

(Principal office address)

(SAME AS ABOVE)

(Current mailing address)

8. MANAGEMENT AND STAFFING SERVICES FOR HEALTHCARE COMPANIES

(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

Plantation, Florida 33324
(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.

Susan J. Metz
(Registered agent's signature)

Susan J. Metz
Assistant Secretary

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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08 MAY 27 AM 10:29
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: MICHAEL R. BARR

Address: 9510 ORMSBY STATION ROAD, SUITE 101
LOUISVILLE, KENTUCKY 40223

Vice Chairman: BRUCE BRUCKMANN

Address: 126 EAST 56TH STREET
NEW YORK, NEW YORK 10022

Director: STEPHEN SHERRILL

Address: 126 EAST 56TH STREET
NEW YORK, NEW YORK 10022

Director: BRETT PERTUZ

Address: 126 EAST 56TH STREET
NEW YORK, NEW YORK 10022

B. OFFICERS

President: MICHAEL BARR

Address: (SEE ABOVE)

Vice President: N/A

Address:

Secretary: JOHN E. CLONTZ

Address: 9510 ORMSBY STATION ROAD, SUITE 101, LOUISVILLE, KENTUCKY 40223

Treasurer: NORMAN J. PFAADT

Address: 9510 ORMSBY STATION ROAD, SUITE 101, LOUISVILLE, KENTUCKY 40223

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

13.

John E. Clontz, Secretary

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

14. JOHN E. CLONTZ, SECRETARY

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

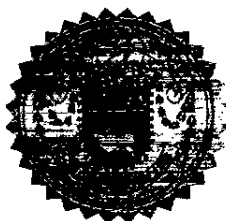
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FBI - LOUISVILLE

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHESSENTIALS SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State