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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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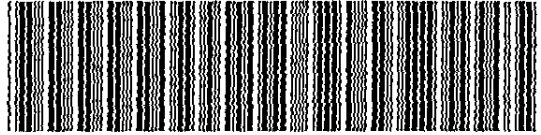
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2003 JUL 28 PM 2:28  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

J. BRYAN AUG - 1 2003

# Withrow, McQuade & Olsen, LLP

ATTORNEYS AT LAW

404.814.5913  
talexander@wmolaw.com  
FILED  
JUL 28 PM 2:28  
ALLIANCE CORPORATION'S  
TALLAHASSEE, FLORIDA

July 25, 2003

## **VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

*Re: Application by Foreign Corporation for Authorization to Transact Business in Florida*

Dear Sir or Madam:

Please find enclosed the following documents necessary to authorize Allied Health Group, Inc., a Georgia corporation (the "Company"), to transact business in Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. Original Certificate of Existence for the Company; and
3. Check in the amount of \$70.00 for the filing fee for the Application.

Please process the enclosed and return to Scott Withrow at the address listed below a letter of acknowledgment. If you have any questions, please do not hesitate to contact me. Thank you for your assistance with this matter.

Sincerely,



Tara L. Alexander  
Paralegal

Enclosures

cc: Ms. Anne Anderson (w/ encl.)  
Scott C. Withrow, Esq. (w/ encl.)  
Brenton S. Bean, Esq. (w/ encl.)

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ALLIED HEALTH GROUP, INC.  
(Name of corporation - must include suffix)

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2003 JUL 28 PM 2:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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:

Scott C. Withrow, Esq.

(Name of Person)

Withrow, McQuade & Olsen, LLP

(Firm/Company)

3379 Peachtree Road, Suite 970

(Address)

Atlanta, Georgia 30326

(City/State and Zip code)

For further information concerning this matter, please call:

Scott C. Withrow, Esq.

(Name of Person)

at ( 404 ) 814-0037

(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:

- |  |  |   |   |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|--|--|---|---|

# 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. ALLIED HEALTH GROUP, 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. 58-2155410  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/6/1995 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. 145 Technology Parkway, Norcross, Georgia 30092  
(Principal office address)  
145 Technology Parkway, Norcross, Georgia 30092  
(Current mailing address)
8. staffing and management consulting services in healthcare industry  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(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.*

**Brian Courtney**  
**Asst. V. Pres.**

(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Kenneth M. Shumard

Address: 145 Technology Parkway, Norcross, Georgia 30092

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

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

Director: Brenda Joyce Shumard

Address: 145 Technology Parkway, Norcross, Georgia 30092

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

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

B. OFFICERS

President: CEO: Jim Ginter

Address: 145 Technology Parkway, Norcross, Georgia 30092

Vice President: \_\_\_\_\_

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

Secretary: Kenneth M. Shumard

Address: 8035 Monticello Drive, Atlanta, Georgia 30350

Treasurer: CFO: Michael Pretiger

Address: 145 Technology Parkway, Norcross, Georgia 30092

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. \_\_\_\_\_

Jim Ginter, CEO

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

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2003 JUL 28 PM 2:28  
TALLAHASSEE, FLORIDA

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER : K504181  
DATE INC/AUTH/FILED: 02/06/1995  
JURISDICTION : GEORGIA  
PRINT DATE : 07/21/2003  
FORM NUMBER : 211

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2003 JUL 28 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITHROW, MCQUADE & OLSEN, LLP  
TARA ALEXANDER  
3379 PEACHTREE ROAD, NE, SUITE 970  
ATLANTA, GA 30326

**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

ALLIED HEALTH GROUP, 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 information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and 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.

20030721141807879



*Cathy Cox*

Cathy Cox  
Secretary of State