

# F03000605601

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

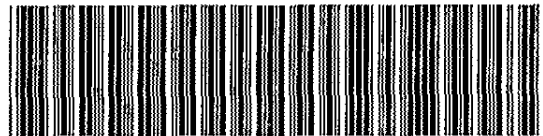
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Office
Availability
Document Examiner
Updater
Validator
Acknowledgement
N. P. Verityer

Office Use Only



100022242271

11/12/03--01006--003 \*\*1565.00

*[Handwritten signature]*

11/12/03--01006--004 \*\*70.00

*Rec'd. 11/3/03*  
*W03-32861*

FILED  
03 NOV 10 PM 4:14  
TALLAHASSEE, FLORIDA

PF + UBR Fees - 1565.<sup>00</sup> (500 PF + 1,065 UBR Fees)

FF

70.<sup>00</sup>

CT CORPORATION

November 3, 2003

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

FILED  
NOV 10 PM 4:14  
TALLAHASSEE, FLORIDA

Re: Order #: 5966526 SO  
Customer Reference 1: n/a  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

National Diagnostics, Inc. (NC)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
Jeff\_Netherton@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

NATIONAL DIAGNOSTICS INC.

October 22, 2003

Attn: Karon Beyer, Bureau Chief, Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
03 NOV 10 PM 4:14  
STATE  
TALLAHASSEE, FLORIDA

Re: Foreign Corporation Registration

Dear Ms. Beyer,

I appreciated your taking the time to speak with me last week regarding National Diagnostics, Inc.'s (NDI's) late filing with the state as a foreign corporation doing business in Florida. Years ago, in 1996, when NDI first started doing business with the Florida Department of Transportation, one of our staff members, Joy Griffin, a former NDI employee, was told NDI had to register as a state vendor to conduct business with the State of Florida. Because, NDI was not familiar with the "state vendor" procedure, it was first thought this meant NDI had to file with the Secretary of State. Joy was asked to call back and clarify whether this meant we needed to register with the Secretary of State or, possibly, that we needed to both register with the Secretary of State and complete some other "state vendor" procedure. (Joy was contacted last week and she recalled her discussions about these registration requirements, remembering she had been discussing these matters with someone named "Barb", though she could not recall her full name or others she might have spoken with about these requirements.) The response received, however, was specific, that NDI only needed to complete the vendor registration and that was all the State of Florida required. Though surprised, NDI complied as directed.

Now, NDI's services are being considered by another agency of the State of Florida, which has informed NDI that was not so, that it should have also filed with the Secretary of State. As required, and as you directed, NDI is providing this letter along with its registration documentation and standard registration fee payment. NDI has retained the services of CT Corporation System to serve as its registered agent. The necessary documentation for filing and payment of the standard filing fees have been enclosed, as prepared by CT Corporation System. As mentioned, NDI has been informed it may be subject to registration fines and penalties, including penalties for not filing annual reports, in amounts totaling approximately \$8500.00.

Although NDI failed to comply with these filing requirements, it now recognizes it should not have relied on previous directions from a state representative that

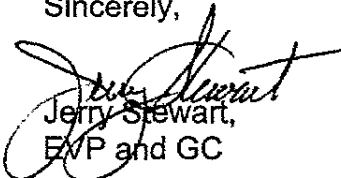
registering as a state vendor was all that was required by the State of Florida. However, NDI would appreciate any appropriate consideration that might be given to its good faith registration as a State vendor, based upon direction given to NDI at that time, and its efforts to immediately begin taking corrective actions upon being informed it should have also registered as a foreign corporation doing business with the State of Florida. This is of significant concern to NDI because the potential fines and penalties represent a substantial amount of money for NDI. We appreciate your consideration, advice and assistance in this matter.

You also asked for additional information about NDI's business activities with the State of Florida. NDI is the third party administrator and Medical Review Officer services provider for substance abuse testing programs. As part of its services, NDI consolidates the billings of other service providers, including laboratory patient service centers and independent medical clinic facilities that collect specimens for testing and laboratories that actually test the specimens. The services provided by NDI, in medically reviewing the substance abuse tests and managing testing services represents approximately one third of its total billing for services, before considering expenses and operating costs for its services. The other two third of its fees are merely collected to be paid to other providers. NDI's income from business activities with the State of Florida, since 1996, has averaged approximately \$70,000.00 per year (Of which, approximately \$46,666.67 would be pass through billing for other service providers, and \$23, 333.33 would represent NDI's gross income, from which staff salaries and all operating expenses are paid).

Once again, NDI is a small business operating with narrow profit margins in a highly competitive industry. The large fines and penalties proposed by the State of Florida represent a significant amount of money for NDI. We hope you will give consideration to NDI's good faith efforts in working with the State of Florida to help reduce these fines. NDI has enjoyed and hopes to continue its fine business relationship with the State of Florida for many years, of course, with appropriate filings going forward.

Thank you for your consideration and assistance. I look forward to hearing back from you.

Sincerely,



Jerry Stewart,  
EVP and GC

Enc. Registration documentation and standard fee payments

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

RECEIVED  
FALL 1990  
NOV 9 0 PM 11:16  
STATE  
FLORIDA

- ✓ 1. National Diagnostics, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

- ✓ 2. North Carolina 3. 56-171713Z  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 1, 1990 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 1, 1996  
(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. 6407 Idlewild Road, Suite 211 Charlotte, NC 28212  
(Principal office address)

6407 Idlewild Road, Suite 211 Charlotte, NC 28212  
(Current mailing address)

8. To engage in the business of employee screening services  
(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: 1700 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.

Joan Bolden  
(Registered agent's signature) **JOAN BOLDEN**  
**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.

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

**A. DIRECTORS**

Chairman: Phillip R. Greene, MD

Address: 6407 Idlewild Road, Suite 211  
Charlotte, NC 28212

Vice Chairman: N/A

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

Director: William J. Stewart

Address: 6407 Idlewild Road, Suite 211  
Charlotte, NC 28212

Director: Judy Hincemon

Address: P.O. Box 547  
Wingate, NC 28174

**B. OFFICERS**

President: Phillip R. Greene, MD

Address: 6407 Idlewild Road, Suite 211  
Charlotte, NC 28212

Vice President: Douglas M. Henry

Address: 6407 Idlewild Road, Suite 211  
Charlotte, NC 28212

Secretary: William J. Stewart

Address: 6407 Idlewild Rd, Suite 211 Charlotte, NC 28212

Treasurer: N/A

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

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

13. PC

(Signature of Director or Officer listed in number 12 of the application)

14. Phillip R. Greene, MD President And Chief Executive Officer

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



**State of North Carolina  
Department of The Secretary of State**

---

**CERTIFICATE OF EXISTENCE**

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

**NATIONAL DIAGNOSTICS, INC.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of October, 1990, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 31st day of October, 2003

*Elaine F. Marshall*  
Secretary of State