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Division of Corporations

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FOREIGN PROFIT QUALIFICATION

HCCA International, Inc.

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Lydia Lott

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P. 2

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HCCA International, 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:

Jeff A. Whitacre

(Name of Person)

Bass, Berry & Sims PLC

(Firm/Company)

315 Deaderick Street, Suite 2700

(Address)

Nashville, TN 37238

(City/State and Zip code)

For further information concerning this matter, please call:

Jeff A. Whitacre

(Name of Person)

at (615) 259-6770

(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 type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
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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. HCCA International, 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. 33-1021912
(FEI number, if applicable)
4. September 12, 2002
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Date of filing
(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. Washington Square, Suite 311, 222 Second Avenue North, Nashville, TN 37201
(Principal office address)
Washington Square, Suite 311, 222 Second Avenue North, Nashville, TN 37201
(Current mailing address)
8. Nursing 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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.
NRAI Services, Inc.

By:

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

A. DIRECTORS

Chairman: SEE EXHIBIT A

Address: _____

Vice Chairman: SEE EXHIBIT A

Address: _____

Director: SEE EXHIBIT A

Address: _____

Director: SEE EXHIBIT A

Address: _____

B. OFFICERS

President: SEE EXHIBIT A

Address: _____

Vice President: SEE EXHIBIT A

Address: _____

Secretary: SEE EXHIBIT A

Address: _____

Treasurer: SEE EXHIBIT A

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. Karen Fleming, Assistant Secretary

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HCCA International, Inc.

EXHIBIT A

Officers:

Ronald C. Marston	President and Chief Executive Officer
Ted Feldman	Vice President and Secretary
Karen Fleming	Assistant Secretary

All officers are located at Washington Square, Suite 311, 222 Second Avenue North, Nashville, TN 37201

Directors

Ronald C. Marston
Ted Feldman
J. Donald McLemore, Jr.
David A. Jones, Jr.
Chip Moelchert
Stuart McWhorter

All directors are located at Washington Square, Suite 311, 222 Second Avenue North, Nashville, TN 37201

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HCCA INTERNATIONAL, 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 NINETEENTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HCCA INTERNATIONAL, INC." WAS INCORPORATED ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

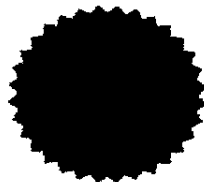
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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2940119

DATE: 02-19-04

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