

F060000002904

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 4-27-06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 23, 2006

RHONDA HERRING
P.O.BOX 1220
TUPELO, MS 38802

SUBJECT: PEDIASTAFF, INC.
Ref. Number: W06000014128

We have received your document for PEDIASTAFF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist

Letter Number: 106A00019950

• PHELPS DUNBAR LLP
— COUNSELORS AT LAW —

New Orleans, LA

Baton Rouge, LA

Houston, TX

London, England

One Mississippi Plaza
201 South Spring Street • Seventh Floor
Tupelo, Mississippi 38804
P. O. Box 1220
Tupelo, Mississippi 38802-1220
(662) 842-7907 • Fax (662) 842-3873

www.phelpsdunbar.com

April 25, 2006

Jackson, MS

Tupelo, MS

Gulfport, MS

Tampa, FL

VIA UPS NEXT DAY AIR

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: PediaStaff, Inc.

ATTENTION: Cynthia Blalock:

Pursuant to our conversation of earlier today, please find enclosed for filing the Cover Letter and Application for Certificate of Authority for the above referenced entity to do business in the state of Florida. The current Certificate of Existence from the State of Delaware and the filing fee check was enclosed with the original filing.

Please return a "filed" stamped copy to my attention.

Sincerely yours,

Rhonda Herring
Rhonda Herring, Paralegal

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: PediaStaff, 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:

Rhonda Herring, Paralegal
(Name of Person)

Phelps Dunbar, LLP
(Firm/Company)

Post Office Box 1220
(Address)

Tupelo, MS 38802
(City/State and Zip code)

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For further information concerning this matter, please call:

Rhonda Herring at (662) 842-7907 ext. 185
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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. PediaStaff, 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. Delaware 3. 20-4173993
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-08-05 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1208 Antler Drive, Tupelo, MS 38802
(Principal office address)

1208 Antler Drive, Tupelo, MS 38802
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) under the state
law of Florida.

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Heidi Kay

Office Address: 1411 Norris Way

Tarpon Springs, Florida 34688
(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.

Heidi Kay
(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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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached list of officers and directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached list of officers and directors

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. _____

Keith Adams, Vice President

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

PediaStaff, Inc.
Officers and Directors

Name	Address	Office
Heidi Kay	1411 Norris Way Tarpon Springs, FL 34688	Vice President Marketing and Sales
Keith Adams	1208 Antler Tupelo, MS 38804	Vice President Clinical Affairs
Brenda Adams	1208 Antler Tupelo, MS 38804	Vice President Finance
Jim White	118 Crystal Downs Court Chester, VA 23836	Secretary
Kim White	118 Crystal Downs Court Chester, VA 23836	President

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TALLAHASSEE, FLORIDA

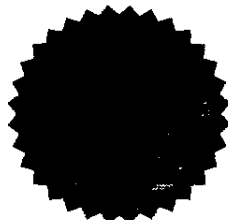
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PEDIASTAFF, 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 NINTH DAY OF MARCH, A.D. 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4579457

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DATE: 03-09-06