

F08000001110

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

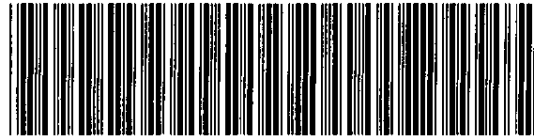
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T Burch MAR 12 2008

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Cogent Healthcare Management, 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:

Vanessa L. Williams

(Name of Person)

Cogent Healthcare, Inc.

(Firm/Company)

5410 Maryland Way, Suite 300

(Address)

Brentwood, Tennessee 37027-5339

(City/State and Zip code)

For further information concerning this matter, please call:

Vanessa L. Williams

(Name of Person)

at ( 615 ) 377-5643

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 29, 2008

VANESSA L WILLIAMS  
5410 MARYLAND WAY STE 300  
BRENTWOOD, TN 37027-5339

SUBJECT: COGENT HELLTHCARE MANAGEMENT, INC.  
Ref. Number: W08000010775

We have received your document for COGENT HELLTHCARE MANAGEMENT, 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):

It appears the filing submitted has a typographical error in the entity name. Please verify this name and all other information contained in the filing and resubmit it for processing.

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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) 245-6928.

Tim Burch  
Regulatory Specialist II

Letter Number: 708A00012846

RECEIVED  
08 MAR 12 AM 8:00  
DIVISION OF CORPORATIONS

**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. Cogent Healthcare Management, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Nevada

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

3. 26-0139576

(FEI number, if applicable)

4. 04/12/2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable

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

7. 5410 Maryland Way, Suite 300, Brentwood, TN 37027

(Principal office address)

5410 Maryland Way, Suite 300, Brentwood, TN 37027

(Current mailing address)

8. Hospitalists provider

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida

32301

(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.*

Corporation Service Company

by: Pamela L. Simpson

(Registered agent's signature)

Pamela L. Simpson, Asst. Vice President

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: Not applicable

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

Vice Chairman: Not applicable

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

Director: Russell Holman, M.D.

Address: 5410 Maryland Way, Suite 300

Brentwood, Tennessee 37027-5339

Director: Susan Brownie

Address: 5410 Maryland Way, Suite 300

Brentwood, Tennessee 37027-5339

**B. OFFICERS**

President: Russell Holman, M.D.

Address: 5410 Maryland Way, Suite 300

Brentwood, Tennessee 37027-5339

Vice President: Not applicable

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

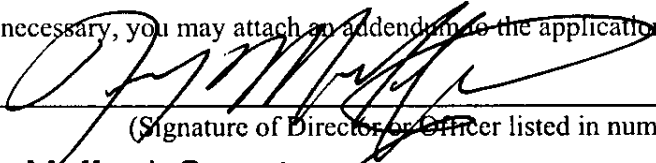
Secretary: Doug Mefford

Address: 5410 Maryland Way, Suite 300, Brentwood, TN 37027

Treasurer: Susan Brownie

Address: 5410 Maryland Way, Suite 300, Brentwood, TN 37027

**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. Doug Mefford, Secretary  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

**Addendum  
to the  
Application by Foreign Corporation for Authorization  
to  
Transact Business in Florida**

SECTION # 12

**Additional Officers:**

Susan Brownie, Treasurer  
5410 Maryland Way, Suite 300  
Brentwood, TN 37027-5339

David Hees, Assistant Treasurer  
5410 Maryland Way, Suite 300  
Brentwood, TN 37027-5339

**FILED**  
**2008 MAR 12 PM 4: 25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

# SECRETARY OF STATE



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAR 12 PM 4: 25

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## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COGENT HEALTHCARE MANAGEMENT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 12, 2007, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on February 20, 2008.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

By

A handwritten signature in black ink, appearing to read "T. Michael".

Certification Clerk

