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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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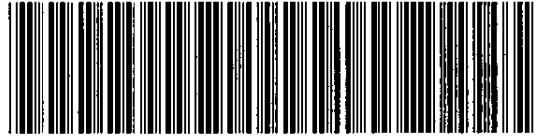
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRS  
4/30

11009-15317

LAW OFFICES OF  
**LAIRD AND ROBERTSON**  
A PROFESSIONAL CORPORATION  
1700 FIFTH AVENUE  
P. O. BOX 400  
**JASPER, ALABAMA 35502-0408**

PHILLIP A. LAIRD  
RUSSELL B. ROBERTSON

NATHAN F. BELLVILLE  
GARQUE SMITH LAWSON  
(1000-1000)

TELEPHONE: (205) 221-5001  
FACSIMILE: (205) 307-2500  
EMPLOYER ID # 03-0054125

April 24, 2009

Ruby Dunlap, Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: MSI Home Medical Equipment, Inc.  
Ref Number: W09000015317

Dear Ms. Dunlap:

In your letter of April 1, 2009, a copy of which is attached hereto, you indicated that our documents were being returned on behalf of MSI Home Medical Equipment, Inc. since it lacked a certificate of existence or a certificate of good standing, dated not more than ninety days prior to the delivery of the application to the Department of State, duly authenticated by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized. I am submitting herewith the following documents:

1. The application which was returned with supporting documents.
2. A cover letter from Beth Chapman, Secretary of State, dated April 10, 2009 forwarding an original Certificate of Existence from Beth Chapman, Secretary of State. Said Certificate states, **"I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Med-South, Inc. incorporated in Jefferson County, Alabama on October 4, 1976. I further certify that the records do not disclose that said Med-South, Inc. has been dissolved."** The certificate ends with **"In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day. April 10, 2009"**, and the same is signed by Beth Chapman, Secretary of State.

We trust that these documents correctly complete our application and trust that we can hear from you at the earliest possible time.

Very truly yours,

LAIRD AND ROBERTSON, P.C.,

By: 

Phillip A. Laird

PAL/adc  
Enclosures

cc: Marty Franklin, Vice President Finance, Med-South, Inc.  
Patrick Willingham, President/CEO, Med-South, Inc.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 1, 2009

THOMAS M FRANKLIN  
MED-SOUTH, INC.  
406 MEDICAL CENTER DRIVE  
JASPER, AL 35501

SUBJECT: MSI HOME MEDICAL EQUIPMENT, INC.  
Ref. Number: W09000015317

We have received your document for MSI HOME MEDICAL EQUIPMENT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate 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) 245-6879.

Ruby Dunlap  
Regulatory Specialist II

Letter Number: 409A00011037

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

MSI Home Medical Equipment, Inc.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Jefferson County, Alabama 3. 63-0714407  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 4, 1976 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Will not do business until after registration  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4267 Woodbine Road, Pace, FL 32571  
(Principal office address)

406 Medical Center Drive, Jasper, AL 35501  
(Current mailing address)

8. Sale of durable medical equipment  
(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: Royce Winborne

Office Address: 3302 Nighthawk Lane

Pensacola, Florida 32506  
(City) (Zip code)

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SECRETARY OF STATE

**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.*

Royce Winborne  
(Registered agent's signature) Royce Winborne, Treasurer  
Med-South, Inc.

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: Patrick Willingham

Address: See attached sheet (See Exhibits "A", "B" and "C.")

Vice Chairman: None

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

Director: See attached sheet for names and addresses

Address: (See Exhibits "A", "B" and "C.")

Director: See attached sheet for names and addresses

Address: (See Exhibits "A", "B" and "C.")

**B. OFFICERS**

President: Patrick Willingham

Address: See attached sheet (See Exhibits "A", "B," and "C.")

Vice President: Thomas M. Franklin

Address: See attached sheet (See Exhibits "A", "B," and "C.")

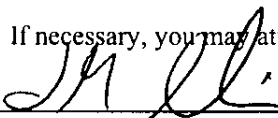
Secretary: Charlene Oom

Address: See attached sheet (See Exhibits "A", "B" and "C.")

Treasurer: Royce Winborne

Address: See attached sheet (See Exhibit "A", "B", and "C.")

**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. Thomas M. Franklin, Vice President-Finance  
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS  
AS OF MARCH 23, 2009**

**Med-South, Inc.**

<u>Officers</u>	<u>Title</u>	<u>Directors</u>	<u>Term Expires</u>
Patrick Willingham	President and CEO	Patrick Willingham	2009
Daniel M. Scarbrough	Vice President/Medical Director	Phillip A. Laird	2009
Stewart H. Pace	Sr. VP, Corp. Development	William T. Carlson, Jr.	2009
Thomas M. Franklin	Vice President Finance	Stewart Pace	2009
Michael W. Jones	Vice President Operations	John Cooper	2009
James S. Simms	Vice President Billings & Collections	Harold Wade	2009
Cary B. Evans	V.P. Sleep and Joint Ventures	Daniel M. Scarbrough	2009
Royce Winborne	Treasurer	Guy Tatum	2009
Charlene Oom	Secretary		
Robin Johnson	Assistant Secretary		

Med-South, Inc. - Exhibit "A"

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**ADDRESSES OF OFFICERS**  
**AS OF MARCH 23, 2009**

Patrick Willingham  
30475 Harbour Drive  
Orange Beach, AL 36561

Stewart H. Pace  
7508 Lake Vista Drive  
Trussville, AL 35173-2758

James S. Sims  
7417 Mountain Laurel Dr.  
Pinson, AL 35126

Robin Johnson  
5095 Grumann Drive  
Pensacola, 32507

Daniel M. Scarbrough, MD  
30815 Peninsula Drive  
Orange Beach, AL 36561

Thomas M. Franklin  
219 Black Road  
Jasper, AL 35504

Michael W. Jones  
101 Northwood Circle  
Harvest, AL 35749

Royce Winborne  
3302 Nighthawk Lane  
Pensacola, FL 32560

Mrs. Cary B. Evans  
55 County Road 32  
Clanton, AL 35046-4718

Charlene Oom  
245 Hemmingway Loop  
Foley, AL 36535

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TALLAHASSEE FLORIDA

Med-South, Inc. - Exhibit "B"



**Addresses of Directors  
Med-South, Inc.  
Current Date: March 23, 2009**

<u>DIRECTOR</u>	<u>WORK AFFILIATION</u>	<u>HOME ADDRESS</u>
Patrick Willingham	President & CEO of CHS, Inc. and Subsidiaries	30475 Harbour Drive Orange Beach, AL 36561
Phillip A. Laird	Attorney, Laird and Robertson, P.C.	1800 Fifth Avenue S.W. Jasper, AL 35504
William T. Carlson, Jr.	Attorney	347 Vesclub Drive Birmingham, AL 35216
John Cooper	Retired and Former President, Avocent Corporation	6757 South Sauty Road Langston, AL 35755
Daniel Scarbrough	Vice President/Medical Director CHS & CHM	Peninsula Drive Orange Beach, AL 36561
Harold Wade	Former President, Bevill State Community College	8165 Highway 69 Oakman, AL 35579
Guy Tatum, Jr.	Self-Employed	P.O. Box 2261 Orange Beach, AL 36561

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TALLAHASSEE FLORIDA

Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Med-South, Inc. incorporated in Jefferson County, Jasper, Alabama on October 4, 1976. I further certify that the records do not disclose that said Med-South, Inc. has been dissolved.

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TALLAHASSEE FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 10, 2009

Date

*Beth Chapman*

Beth Chapman

Secretary of State