

**F09000003647**

Florida Department of State  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**F&S Healthcare Services, Inc.**

Certificate of Status	0
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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. F&S Healthcare Services, 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

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. April 1, 2009

(Date of incorporation)

5. Perpetual

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

6. April 1, 2009

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

7. 23625 Commerce Park, Beachwood, OH 44122

(Principal office address)

Same as #7

(Current mailing address)

8. Any lawful purpose.

(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: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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 this 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.*

  
(Registered agent's signature)

Jennifer Quinn  
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: (See Attached Sheet)

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: (See Attached Sheet)

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. Steven B. Kaminsky, Chief Financial Officer

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

F&S HEALTHCARE SERVICES, INC.

12(A). DIRECTORS

Name	Business Address
Andrew Adams	Oak Investment Partners One Gorham Island Westport, CT 06880
Jonathan Bush	Oak Investment Partners One Gorham Island Westport, CT 06880
Tom Embrescia	X Gen IV, Ltd. 3029 Prospect Ave., East, Cleveland, OH 44115
Peter Franklin, M.D.	23625 Commerce Park Beachwood, OH 44122
Ann Huntress LaMont	Oak Investment Partners One Gorham Island Westport, CT 06880
Frank Seidelmann, D.O.	23625 Commerce Park Beachwood, OH 44122
Scott Seidelmann	23625 Commerce Park Beachwood, OH 44122

12(B). OFFICERS

Name	Title	Business Address
Scott Seidelmann	CEO and President	23625 Commerce Park Beachwood, OH 44122
Peter Franklin, M.D.	Medical Director	23625 Commerce Park Beachwood, OH 44122
Steven B. Kaminsky	CFO and Secretary	23625 Commerce Park Beachwood, OH 44122

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "F&S HEALTHCARE SERVICES, 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 EIGHTEENTH DAY OF AUGUST, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "F&S HEALTHCARE SERVICES, INC." WAS INCORPORATED ON THE FIRST DAY OF APRIL, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4671933 8300

090786487

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7481145

DATE: 08-18-09