



F94000003354

July 29, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Susan Payne
PERSONAL & CONFIDENTIAL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 1 PM 4:07

Subject: Transcend Case Management name change

Attached is the form that you faxed to me to fill out. Sorry about all of the confusion regarding this matter. Hopefully you have all of the paperwork that you need from me. If you have any more questions please give me a call.

Thanks for all of your help.

Sincerely,

Mary A. Virgilio

Mary A. Virgilio
Director of Finance

700002256617--1
-08/04/97--01107--016
*****35.00 *****35.00

- File as
is - 28

NLC Amend
8/1/97
EB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC.
3353 PEACHTREE ROAD, N.E.
SUITE 1000
ATLANTA, GA 30326 US

SUBJECT: SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC.
Ref. Number: F94000003354

Please be advised, we have received your document for the above corporation; however, the document has not been filed and is being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

The amendment filing fee is \$35.

TO AVOID THE \$385.00 LATE FEE, PLEASE RETURN THE CORRECTED REPORT TO THIS OFFICE WITHIN 30 DAYS OF THE DATE OF THIS LETTER.

After the corrections have been made, please return the report to: Division of Corporations, Annual Report Section, P.O. Box 6327, Tallahassee, Florida 32314 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (904) 488-9000.

ANNUAL REPORTS SECTION

Letter number: 697A00028628

/ah



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1997

Mary Virgilio
Sullivan Health & Rehabilitation Mgmt.
3353 Peachtree Road, N.E., Suite 1000
Atlanta, GA 30326

SUBJECT: SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC.
Ref. Number: F94000003354

We have received your document for SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Per our phone conversation, I am returning the correct form for filing an amendment for a foreign corporation qualified in Florida. Please also note that a certificate evidencing the name change no more than 90 days old should accompany the application. You can return the check for \$35 with your documents.

Please accept my apologies for the confusion regarding this name change and annual report. Should the annual report be returned back to you (which it probably will be) simply return it to me at the following address (no late fee will be assessed) - SUSAN PAYNE -PERSONAL & CONFIDENTIAL, DIV. OF CORP., P. O. BOX 6327, TALLAHASSEE, FL 32314.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 297A00026969

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Sullivan Health & Rehabilitation Management, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. June 27, 1994
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 18, 1997
Name changed to Sullivan Health Management Services, Inc. on 2/27/97
5. Name changed to Transcend Case Management, Inc. on 6/18/97
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

7/29/97
Date

Todd Mann
Typed or printed name

President
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 1 PM 4:07

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 971960536
CONTROL NUMBER : 8211757
DATE INC/AUTH/FILED: 10/01/1982
JURISDICTION : GEORGIA
PRINT DATE : 07/15/1997
FORM NUMBER : 215

TAMMY FREILICH
SMITH GABRELL & RUSSELL
3343 P'TREE RD STE 1800
ATLANTA GA 30326

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**TRANSCEND CASE MANAGEMENT, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of the Secretary of State on the date set forth above the original document of which copies are attached.

This certificate is issued pursuant to the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 971820101
CONTROL NUMBER: 8211757
EFFECTIVE DATE: 06/18/1997
REFERENCE : 0064
PRINT DATE : 07/01/1997
FORM NUMBER : 611

SMITH, GAMBRELL & RUSSELL, LLP
TAMMY B. FREILICH
3343 PEACHTREE ROAD, N. E., STE. 1800
ATLANTA GA 30326-1010

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**SULLIVAN HEALTH MANAGEMENT SERVICES, INC.
A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the office of the Secretary of State changing its name to

TRANSCEND CASE MANAGEMENT, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



971820101

ARTICLES OF AMENDMENT

OF

SULLIVAN HEALTH MANAGEMENT SERVICES, INC.

I.

The name of the Corporation is Sullivan Health Management Services, Inc.

II.

The Articles of Incorporation of the Corporation are hereby amended by deleting Article I thereof in its entirety and substituting in lieu thereof the following Article I:

"I.

The name of the Corporation is Transcend Case Management, Inc."

III.

The amendment set forth in Article II of these Articles of Amendment was adopted on June 10, 1997.

IV.

Adoption of the amendment has been duly approved by action of the Corporation's Board of Directors and Shareholders in accordance with O.C.G.A. § 14-2-1003.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 12 day of June, 1997.

SULLIVAN HEALTH MANAGEMENT
SERVICES, INC.

By: 

David W. Murphy
Assistant Secretary

BSR (1)

JUN 18 11 22 AM '97

SECRETARY OF STATE

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970430864
CONTROL NUMBER: 8211757
EFFECTIVE DATE: 02/07/1997
REFERENCE : 0064
PRINT DATE : 02/12/1997
FORM NUMBER : 611

SMITH, GAMBRELL & RUSSELL, LLP
MARIA T. HAUSER
3343 PEACHTREE RD., N. E., STE. 1800
ATLANTA GA 30326-1010

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

SULLIVAN HEALTH MANAGEMENT SERVICES, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

970430864

ARTICLES OF AMENDMENT
OF
SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC.

I.

The name of the Corporation is Sullivan Health & Rehabilitation Management, Inc.

II.

The Articles of Incorporation of the Corporation shall be amended by deleting Article I thereof in its entirety and substituting the following in lieu of Article I:

"I.

The name of the Corporation is Sullivan Health Management Services, Inc."

III.

The amendment set forth in Article II of these Articles of Amendment was adopted on January 29, 1997.

IV.

The amendment was adopted by action of the Corporation's Board of Directors and sole Shareholder in order to adopt the amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by Larry G. Gerdes, President of the Corporation, on this 29 day of January, 1997.

SULLIVAN HEALTH & REHABILITATION MANAGEMENT
SERVICES, INC.

By 
Larry G. Gerdes
President

BSR (3)

FEB 7 2 39 PM '97

SECRETARY OF STATE

Secretary of State
Business Services and Regulation

Suite 308, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

DOCKET NUMBER	88126592
CHARTER NUMBER	8211757
DATE INCORPORATED	10/01/82
DATE AMENDED	05/05/88
EXAMINER	M. MATEEN
TELEPHONE	404/656-2812

MAILED TO:
CARTER & WILLIAMS
ATTN: RUSSELL D. CARTER
315 W. PONCE DE LEON AVENUE, #755
DECATUR, GA. 30030

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that the articles of incorporation of

"DOROTHY SULLIVAN & ASSOCIATES, INC."
changed its name to

"SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC."

have been duly amended under the laws of the State of Georgia, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true and correct copy of said articles of amendment.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: MAY 10, 1988
FORM A3(3/87)



Max Cleland
MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell
H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

44112

4 20

ARTICLES OF AMENDMENT
OF DOROTHY SULLIVAN & ASSOCIATES, Inc.

The shareholders of Dorothy Sullivan & Associates, a corporation organized and existing under the laws of the State of Georgia, did on this 24th day of April, 1988, adopt an amendment to the Articles of Incorporation of said Corporation as follows:

Paragraph 1 of the Articles of Incorporation is changed to reflect the new name of the Corporation as follows: Sullivan Health & Rehabilitation Management, Inc.

Said amendment was adopted by the unanimous vote of the holder of all of the outstanding shares entitled to vote thereon.

From and after the effective date of the within Articles of Amendment, the name of the Corporation is and shall be: Sullivan Health & Rehabilitation Management, Inc.

IN WITNESS WHEREOF, Dorothy Sullivan & Associates has caused these Articles of Amendment to be executed and its corporate seal to be affixed and has caused the foregoing to be attested, all by its duly authorized officers, on this 24th day of April, 1988.

DOROTHY SULLIVAN & ASSOCIATES

ATTEST:

Timothy Sullivan
Timothy Sullivan
Secretary

By:

Dorothy Sullivan
Dorothy Sullivan
President

SECRETARY
OF STATE

MAY 5 2 41 PM '88

DIRECTORS OF DOROTHY SULLIVAN & ASSOCIATES

CONSENT TO TAKE ACTION WITHOUT MEETING

Pursuant to the authority contained in Section 14-2-149 of the Official Code of Georgia Annotated, the undersigned being all of the Directors of Dorothy Sullivan & Associates, a Georgia Corporation, do hereby take and adopt the following action in writing without meeting this 14th day of April, 1988.

WHEREAS, a trademark search has revealed a conflict with the name "Dorothy Sullivan & Associates" and no conflict with the name "Sullivan Health & Rehabilitation Management, Inc.";

BE IT RESOLVED, the officers of the Corporation are hereby directed to execute Articles of Amendment to change the name of the Corporation to "Sullivan Health & Rehabilitation Management, Inc."

RESOLVED FURTHER, that the Secretary is hereby directed to attach a copy of the above Articles of Amendment hereto, thereby making such copy a part of the Corporate records.

DIRECTORS:

Dorothy Sullivan
Dorothy Sullivan

Thomas H. Campbell
Thomas H. Campbell

Timothy Sullivan
Timothy Sullivan

James B. Sullivan
James B. Sullivan

(SEAL)

Secretary of State

Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334

REQUESTED BY:

RUSSELL CARTER

755 FIRST NATIONAL BANK BLDG

DECATUR

GA 30030

CERTIFICATE DATE : 03/24/88
DUCKET NUMBER : 680885
EXPIREN : SANDRA JEAN SMITH
TELEPHONE : 404-656-1772

CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION OR PROFESSIONAL ASSOCIATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"SULLIVAN HEALTH & REHABILITATION MANAGEMENT, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (CP, FP, DN, FN, & PA) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



*I, David B. Poythress, Secretary of State of the
State of Georgia, do hereby certify that*

"DOROTHY SULLIVAN & ASSOCIATES, INC."

has been duly incorporated under the laws of the State of Georgia on the **1st**
day of **October** 19 **72** by the filing of articles of incorporation in the office of the
Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true
copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the seal of my office, at the Capitol, in the City of
Atlanta, this **1st** day of **October** in the year
of our Lord One Thousand Nine Hundred and Eighty
Two and of the Independence of the United States
Seventy
of America the Two Hundred and

David B. Poythress

SECRETARY OF STATE, FACILITIES CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
DOROTHY SULLIVAN & ASSOCIATES, INC.

ONE

The name of the corporation is: "DOROTHY SULLIVAN & ASSOCIATES, INC."

TWO

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

THREE

The corporation shall have perpetual duration.

FOUR

The corporation is a corporation for profit and is organized for the following purposes:

- (a) to provide medical and vocational rehabilitation management services; and
- (b) to carry on any other lawful business, whether or not connected with or related to any business set forth in subparagraph (a) above, not specifically prohibited to corporations under applicable laws of the State of Georgia.

FIVE

The corporation shall have authority, exercisable by its Board of Directors, to issue up to 1,000 shares of common stock, \$1.00 par value.

20.4 100

SIX

The corporation shall not commence business until it shall have received at least Five Hundred Dollars (\$500.00) consideration in payment for the issuance of shares of stock.

SEVEN

The initial registered office of the corporation shall be at 4019 Flintridge Drive, Stone Mountain, Georgia 30083. *DeKalb* The initial registered agent of the corporation at such address shall be James Brian Sullivan, whose consent to such appointment is attached to these Articles of Incorporation.

EIGHT

The initial Board of Directors shall consist of one (1) member whose name and address are as follows:

Dorothy C. Sullivan
4019 Flintridge Drive
Stone Mountain, Georgia 30083

NINE

The name and address of the incorporator is as follows:

W. Randy Eaddy, Esq.
Trotter, Bondurant, Miller & Hishon
2200 First Atlanta Tower
Two Peachtree Street, N.W.
Atlanta, Georgia 30383

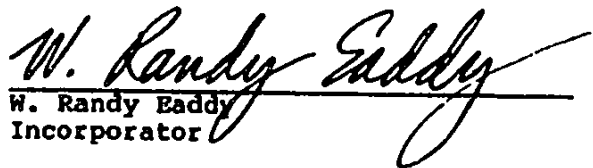
TEN

No shareholder shall have the preemptive right to acquire unissued shares of the corporation.

ELEVEN

The Board of Directors shall have the authority to make, from time to time, distributions of assets to the shareholders out of the capital surplus of the corporation, to the extent otherwise permitted by law.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 1st day of October, 1982.


W. Randy Eaddy
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: David E. Poythress, Esquire
Secretary of State
214 State Capitol Building
Atlanta, Georgia 30334

I, James Brian Sullivan, do hereby consent to serve as registered agent in Georgia for Dorothy Sullivan & Associates, Inc., to be incorporated under the laws of the State of Georgia.

Executed as of this 30th day of September, 1982.

Address of Registered Agent:

4019 Flintridge Drive
Stone Mountain, Georgia 30083

James Brian Sullivan



*J. Daniel B. Pughmore, Secretary of State of the
State of Georgia, do hereby certify that*

Based on a diligent search of the records of the office I find that the name of the following proposed domestic corporation is not

"DOROTHY SULLIVAN & ASSOCIATES, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated or foreign corporation as shown by a certificate of the Secretary of State Corporation record and generally effective.

This certificate is in full force and effect for a period of 60 calendar months from date of issuance. After such period of time, this certificate is void.



In WITNESS WHEREOF I have hereunto set my hand and affixed
the seal of my office at the Capitol at the City of Atlanta this
20th day of September in the year of our Lord
One Thousand Nine Hundred and Forty Two and
of the Independence of the United States of America the four
thirty and seven.

J. Daniel B. Pughmore

Secretary of State
Department of the State of Georgia