

828 Croasdaile Drive
Post Office Box 309
Durham, NC 27704
919-383-0355
800-476-4587
Fax 919-383-4399

February 27, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Coastal Physician Services of the Southeast, Inc.

To Whom It May Concern:

Enclosed please find documentation necessary for Coastal Physician Services of the Southeast, Inc. to qualify to do business in Florida:

1. An Application for Authorization To Transact Business in Florida
2. A Certificate of Existence from North Carolina
3. A check in the amount of \$157.50 which covers filing, certified copy fees and registered agent designation.

Upon filing completion, please send the certified copy to the following address:

Coastal Healthcare Group, Inc.
Legal Department Attn: Marcia Russell
2828 Croasdaile Drive
Durham, NC 27705

Should you have any questions, please contact me at 1-800-476-4587 extension 4382. If I am unavailable, please contact Marcia Russell at the same extension. Thank you for your prompt assistance in this matter.

Sincerely yours,
Sherri P. Robie
Sherri P. Robie
Paralegal

Enclosures

B. Officers.

President Carl D. Soderstrom
Address 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

Vice President Senior VP Jeanne W. McGinnis; VP David Moya
Address 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

Secretary Jean Brown; Assistant Secretary Josie Tackett
Address 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

Treasurer Cindy Moler
Address 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature: *Kim Gallagher*

12. 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.

13. *[Signature]*

14. Carl D. Soderstrom, President and Director

**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. Coastal Physician Services of the Southeast, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. North Carolina
(State or country under the law of which it is incorporated)
3. 10/12/87 4. Perpetual
(Date of Incorporation) (Duration)
5. 56-1582402
(Federal Employer Identification number, if applicable)
6. Upon filing
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 3708 Mayfair Street, Suite 300, Durham, NC 27707-1997
(Current mailing address)
8. To provide contract management services to healthcare facilities and medical institutions.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

~~XXXXXXXXXX~~ Carl D. Soderstrom

Address: 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

~~XXXXXXXXXX~~ David Moya

Address: 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

Director: Jeanne W. McGinnis

Address: 3708 Mayfair Street, Suite 300
Durham, NC 27707-1997

Director:

Address:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1 The name of the corporation is Coastal Physician Services of
the Southeast, Inc.

2 The name and address of the registered agent and office is:

CT Corporation System

(NAME)

1200 South Pine Island Road

(P.O. BOX NOT ACCEPTABLE)

Plantation, Florida 33324

(CITY/STATE/ZIP)

SIGNATURE

(Corporate Officer)

TITLE President

DATE

2/23/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

02/20/95

REGISTERED AGENT FILING FEE \$35.00

STATE OF NORTH CAROLINA



Department of The
Secretary of State

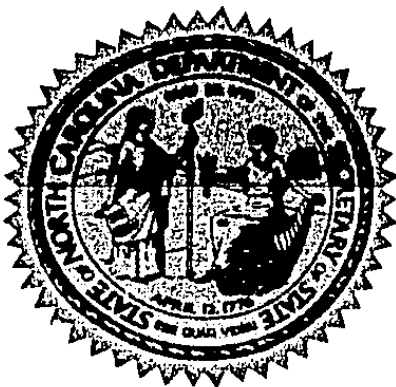
CERTIFICATE OF EXISTENCE

I, RUFUS L. EDMISTEN, *Secretary of State of the State of North Carolina*, do hereby certify that

COASTAL PHYSICIAN SERVICES OF THE SOUTHEAST, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 12th day of October, 1987, with its period of duration being perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 10th day of February, 1995.

Rufus L. Edmisten

Secretary of State

F 9500000 1004

Document Number Only

FILED

95 DEC -8 PM 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700001661927

-12/14/95--01079--014

****315.00 ****315.00

EFFECTIVE DATE

700001661927

-12/14/95--01079--014

*****52.50 *****52.50

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

③ COASTAL PHYSICIAN SERVICES OF THE SOUTHEAST, INC.

(NC) (surviving parent) merging

COASTAL EMERGENCY SERVICES OF ORLANDO, INC. (FL)

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of N.A.

☒ Certified Copy

☐ Photo Copies

☐ Fictitious name Filing

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3:00

12-8-95

PLEASE RETURN EXTRA COPIES
FILE STAMPED

M. HENDRICKS

DEC 11 1995

Per Mariel
at CT: add
date of adoption.

CH2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

COASTAL EMERGENCY SERVICES OF GEORGIA, INC., A GEORGIA CORPORATION, NOT QUALIFIED

COASTAL EMERGENCY SERVICES OF ORLANDO, INC., A FLORIDA CORPORATION, F47089

COASTAL SEARCH SPECIALISTS, INC., A GEORGIA CORPORATION, NOT QUALIFIED

LAGRANGE OB/GYN SERVICES, INC., A GEORGIA CORPORATION, NOT QUALIFIED

SUNLIFE OB-GYN SERVICES OF ALABAMA, INC., AN ALABAMA CORPORATION, NOT QUALIFIED

SUNLIFE OB/GYN SERVICES OF GEORGIA, INC., A GEORGIA CORPORATION, NOT QUALIFIED

SUNLIFE SERVICES OF NORTH CAROLINA, INC., A NORTH CAROLINA CORPORATION, NOT QUALIFIED

SUNLIFE OB/GYN SERVICES OF SOUTH CAROLINA, INC., A SOUTH CAROLINA CORPORATION, NOT QUALIFIED

INTO

COASTAL PHYSICIAN SERVICES OF THE SOUTHEAST, INC., a North Carolina corporation, F95000001004

File date: December 8, 1995, effective December 31, 1995

Corporate Specialist: Nancy Hendricks

EFFECTIVE DATE

12/31/95

FILED

95 DEC -8 PM 1:03

SECRETARY OF STATE
TALLAH, FLORIDA

ARTICLES OF MERGER

OF

COASTAL EMERGENCY SERVICES OF GEORGIA, INC.
COASTAL EMERGENCY SERVICES OF ORLANDO, INC.
COASTAL SEARCH SPECIALISTS, INC.
LAGRANGE OB/GYN SERVICES, INC.
SUNLIFE OB-GYN SERVICES OF ALABAMA, INC.,
SUNLIFE OB/GYN SERVICES OF GEORGIA, INC.,
SUNLIFE OB/GYN SERVICES OF SOUTH CAROLINA, INC. AND
SUNLIFE SERVICES OF NORTH CAROLINA, INC.

INTO

COASTAL PHYSICIAN SERVICES OF THE SOUTHEAST, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Coastal Physician Services of the Southeast, Inc., is a corporation organized under the laws of the State of North Carolina owning at least 80 percent of the shares of: Coastal Emergency Services of Georgia, Inc., a Georgia corporation; Coastal Emergency Services of Orlando, Inc., a Florida corporation; Coastal Search Specialists, Inc., a Georgia corporation; LaGrange OB/GYN Services, Inc., a Georgia corporation; Sunlife OB-GYN Services of Alabama, Inc., an Alabama corporation; Sunlife OB-GYN Services of Georgia, Inc., a Georgia corporation; Sunlife OB/GYN Services of South Carolina, Inc., a South Carolina corporation; and Sunlife Services of North Carolina Inc., a North Carolina corporation.

SECOND: The following Plan of Merger was adopted by the Board of Directors and Shareholders of Coastal Physician Services of South Florida, Inc. and all Merging Corporations as prescribed by law: DATE OF ADOPTION: NOVEMBER 15, 1995.

PLAN OF MERGER

A. CORPORATIONS PARTICIPATING IN MERGER

COASTAL EMERGENCY SERVICES OF GEORGIA, INC., a Georgia corporation; COASTAL EMERGENCY SERVICES OF ORLANDO, INC., a Florida corporation; COASTAL SEARCH SPECIALISTS, INC., a Georgia

corporation; LAGRANGE OB/GYN SERVICES, INC., a Georgia corporation; SUNLIFE OB-GYN SERVICES OF ALABAMA, INC., a North Carolina corporation; SUNLIFE OB-GYN SERVICES OF GEORGIA, INC., a Georgia corporation; SUNLIFE OB/GYN SERVICES OF SOUTH CAROLINA, INC., a South Carolina corporation; and SUNLIFE SERVICES OF NORTH CAROLINA, INC., a North Carolina corporation (the "Merging Corporations") agree that they shall merge into COASTAL PHYSICIAN SERVICES OF THE SOUTHEAST, INC., a Florida Corporation (the "Surviving Corporation").

B. NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation is COASTAL PHYSICIAN SERVICES OF THE SOUTHEAST, INC.

C. MERGER

Pursuant to the terms and conditions of this Plan, the Merging Corporations, all of which are wholly-owned subsidiaries of the Surviving Corporation, will merge into the Surviving Corporation. Upon the merger becoming effective, the corporate existence of the Merging Corporations will cease and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective (the "Effective Date") of this merger is December 31, 1995, or if later, upon filing with the Secretary of State, or such other effective date as may be established by concurrent resolution of the Board of Directors of the Merging Corporations.

D. CONVERSION AND EXCHANGE OF SHARES

Pursuant to the terms and conditions of this Plan, the shares of the merging corporations will be treated as follows.

1. *Surviving Corporation.* The outstanding shares of the Surviving Corporation will not be converted or exchanged in any way and will remain outstanding as shares of the Surviving Corporation.
2. *Merging Corporations.* All shares of the Merging Corporations, all of which are wholly-owned by the Surviving Corporation, will be canceled.

3. *Surrender of Certificates of Merging Corporations.*
Each holder of a certificate representing shares of a Merging Corporation will surrender such certificate to that Merging Corporation on or before the Effective Date, and each Merging Corporation will thereupon deliver such certificates to the Surviving Corporation.

E. ABANDONMENT

After the approval of this Plan by the directors of the Merging Corporation, and at any time prior to the Merger becoming effective, the directors of the Surviving Corporation may, in their discretion, abandon the merger.

F. BYLAWS

The Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until changed or amended in accordance with the provisions applicable by law.

G. OFFICERS AND DIRECTORS

Upon the effective date of the Merger, the directors and officers of the Surviving Corporation shall remain unchanged and shall be the directors and officers of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

THIRD: The effective date of the merger is December 31, 1995.

Signed this 15th day of November, 1995.

COASTAL PHYSICIAN SERVICES OF
THE SOUTHEAST, INC.
(Surviving Corporation)

By: 

Carl D. Soderstrom, President

COASTAL EMERGENCY SERVICES
OF GEORGIA, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

COASTAL EMERGENCY SERVICES OF,
ORLANDO, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

COASTAL SEARCH SPECIALISTS, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

LAGRANGE OB/GYN SERVICES, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

SUNLIFE OB-GYN SERVICES OF
ALABAMA, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

SUNLIFE OB-GYN SERVICES OF
GEORGIA, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

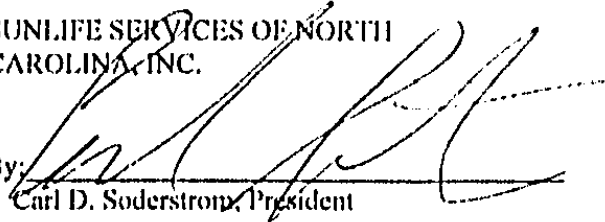
SUNLIFE OB-GYN SERVICES OF
SOUTH CAROLINA, INC.
(Merging Corporation)

By: 

Carl D. Soderstrom, President

SUNLIFE SERVICES OF NORTH
CAROLINA, INC.

By:


Carl D. Soderstrom, President