



Prentice Hall Legal & Financial Services

ATTN: 104) 222 7495

201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

<u>TheraTx Healthcare Management, Inc.</u>	<u>600001123656</u> -03/24/95--01087--013 ****245.00 ****122.50
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- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 AM 10:42

back date

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

(☒) Walk In () Call If Problem () Will Wait (☒) Pick up

DATE/TIME 3/24/95 4:00

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Hrv BY: Vickie
 BRANCH RECEIVING: Tally BY: Tina
 REF/JOB # 302 95-02115
 CLIENT MATTER # _____
 SAME DAY _____ 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: 3/24 MAIL FAX _____ FED EXP. _____
 FILED: 3/24
 SENT TO: BRANCH _____ CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	
ST./CTY/ FEES	<u>122.50</u>
CORR. FEE/	
SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

March 21, 1995

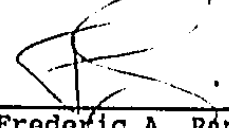
TO: SECRETARY OF THE STATE OF FLORIDA:

The undersigned, Frederic A. Randall, Jr., Assistant Secretary of THERATX, INCORPORATED, a Delaware corporation, and a foreign corporation in the State of Florida, hereby consents to and authorizes THERATX HEALTHCARE MANAGEMENT, INC., a Delaware corporation, to use the similar name "THERATX" in connection with their filing as a foreign corporation in the state of Florida.

Sincerely,

THERATX, INCORPORATED

By


Frederic A. Randall, Jr.
Assistant Secretary

RECD
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 AM 10:42

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. TheraTx Healthcare Management, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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. Delaware 3. NA
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/11/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "Perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 400 Northridge Road, Suite 400
Atlanta, GA 30350
(Current mailing address)

8. Health care management services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105
Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.

By: [Signature]
(Registered agent's signature)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT A

President: _____

Address: _____

Vice President: _____

Address: _____

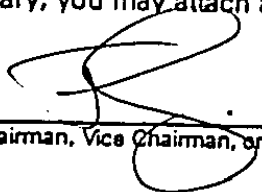
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frederic A. Randall, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

12. Names and addresses of officers and/or directors:

A. DIRECTORS

John A. Bardis
400 Northridge Road
Suite 400
Atlanta, GA 30350

Donald R. Myll
400 Northridge Road
Suite 400
Atlanta GA 30350

Patrick T. Hackett
466 Lexington Avenue
10th Floor
New York, NY 10017

B. OFFICERS

President: John A. Bardis
400 Northridge Road
Suite 400
Atlanta, GA 30350

Vice President Finance:
and Secretary Donald R. Myll
400 Northridge Road
Suite 400
Atlanta, GA 30350

Vice President: Laura E. Cayce
400 Northridge Road
Suite 400
Atlanta, GA 30350

Senior Vice President: Todd Lord
400 Northridge Road
Suite 400
Atlanta, GA 30350

Assistant Secretary Frederic A. Randall
4675 MacArthur Court
Suite 1000
Newport Beach, CA 92660

Assistant Secretary Jonathan H. Glenn
400 Northridge Road
Suite 400
Atlanta, GA 30350

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 AM 10:42

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERATX HEALTHCARE MANAGEMENT, 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 TWELFTH DAY OF JANUARY, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 24 12:10:42



Edward J. Freel

Edward J. Freel, Secretary of State

2470480 8300

950009089

AUTHENTICATION 7373042

DATE 01-12-95