

F95000002336

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: GARDNER MANZELLA, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GARY M. OTA
(Name of Person)
GARDNER MANZELLA, INC.
(Firm/Company)
15233 VENTURA BLVD., #420
(Address)
SHERMAN OAKS, CALIFORNIA 91403-0439
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

GARY M. OTA at (818) 377 - 2555
(Name of Person) Area Code & Daytime Telephone Number

S/R

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 12 AM 9:05

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. GARDNER MANZELLA, 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. CALIFORNIA 3. 95-4349366
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. DECEMBER 18, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Approximately May 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 15233 Ventura Blvd., #420
Sherman Oaks, California 91403
(Current mailing address)

8. SPEECH PATHOLOGY MANAGEMENT
(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:

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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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.

Thomas G. Totaro, Asst. Vice Pres.
(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: Julie Gardner

Address: 15233 Ventura Blvd., #420

Sherman Oaks, CA 91403

Vice Chairman: Diane S. Manzella

Address: 15233 Ventura Blvd., #420

Sherman Oaks, CA 91403

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Diane Manzella

Address: 15233 Ventura Blvd., #420

Sherman Oaks, CA 91403

CFO

~~SECRETARY~~ Julie Gardner

Address: 15233 Ventura Blvd., #420

Sherman Oaks, CA 91403

Secretary: _____

Address: _____

Treasurer: _____

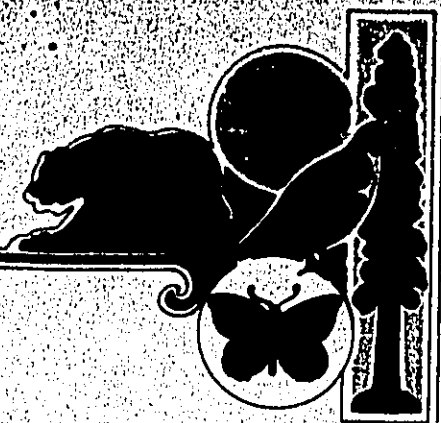
Address: _____

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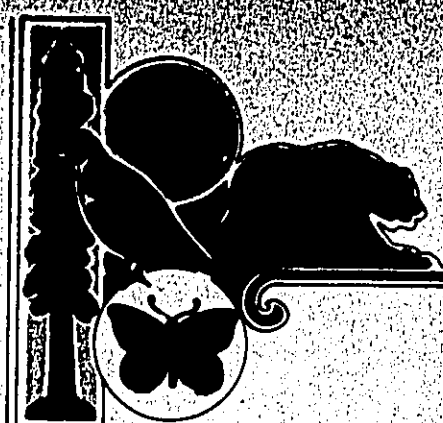
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. JULIE O. GARDNER, CFO
(Typed or printed name and capacity of person signing application)



State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 18th day of December, 19 91

GARDNER MANZELLA, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

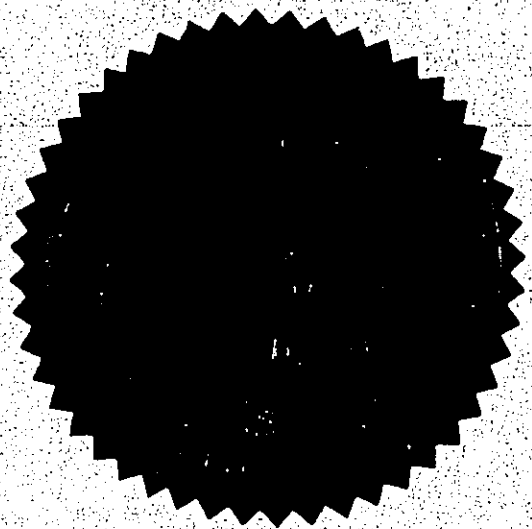
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 12th day of April, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 12 AM 9:00



Bill Jones
BILL JONES
Secretary of State

F95000002336

Requestor's Name _____

Address _____

City/State/Zip _____ Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Examiner's Initials	
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