

TRANSMITTAL LETTER

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

300001493533
-05/26/95--01011--001
*****70.00 *****70.00

SUBJECT: Health Services International, 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. Also enclosed is Board authorization to qualify under assumed name "Health Services International, Inc. of Naples". Please return all correspondence concerning this matter to the following:

G. Wilson Martin, Jr.

(Name of Person)

Health Services International, Inc.

(Firm/Company)

163 Stratford Court, Suite 100

(Address)

Winston-Salem, NC 27103

(City, State and Zip Code)

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

G. Wilson Martin, Jr.

(Name of Person)

at (910) 777 - 1440

Area Code & Daytime Telephone Number

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

95 MAY 26 AM 10:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm

**Consent of Directors
of Health Services International, Inc.
To Action Without Meeting**

The undersigned, being all of the directors of Health Services International, Inc. ("HSI"), do hereby adopt the following resolutions by signing their written consents thereto:

WHEREAS, the directors deem it to be in HSI's best interest to establish an office in Naples, Florida; and

WHEREAS, in order to establish said office, HSI must obtain authorization from the Florida Department of State to transact business in Florida; and

WHEREAS, HSI desires to qualify to transact business in the State of Florida under the assumed name "Health Services International, Inc. of Naples" since the name "Health Services International, Inc." is currently unavailable;

NOW, THEREFORE, BE IT RESOLVED, that HSI shall qualify to transact business in the State of Florida under the assumed name "Health Services International, Inc. of Naples;" and

RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized and directed to apply for authorization for HSI to transact business in Florida as set forth above, and to take such other action as may be necessary and appropriate to carry out the foregoing resolution.

This action is effective the 18th day of May, 1995.


Donald E. Finn, Director


Douglas J. Dixon, Director


Lynn F. Dixon, Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 26 AM 10:26

CERTIFICATION

This is a true and accurate copy of a certain Consent to Action Without Meeting executed by all of the directors of Health Services International, Inc., the original of which is on file in the Corporation's minutebook.

SEAL


Secretary

5/19/95

Date

**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. Health Services International, 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. North Carolina 3. 56-1775555
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 23, 1992 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 617.155, F.S.)

7. 163 Stratford Court, Suite 100
Winston-Salem, NC 27103
(Current mailing address)

8. Recruitment of foreign health care personnel
(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:**

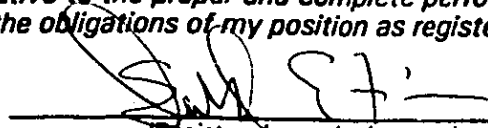
Name: Donald E. Finn

Office Address: 225 Silverado Drive

Naples, FL, Florida, 33999
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 26 AM 10:26

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Donald E. Finn

Address: 225 Silverado Drive
Naples, FL 33999

Vice Chairman: _____

Address: _____

Director: Douglas J. Dixon

Address: 4011 Woodridge Drive
Pfafftown, NC 27040

Director: Lynn F. Dixon

Address: 4011 Woodridge Drive
Pfafftown, NC 27040

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Donald E. Finn

Address: 225 Silverado Drive
Naples, FL 33999

Vice President: _____

Address: _____

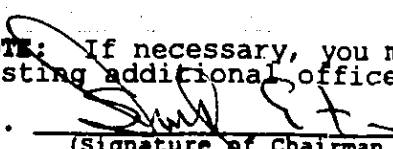
Secretary: Douglas J. Dixon

Address: 4011 Woodridge Drive
Pfafftown, NC 27040

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. Donald E. Finn, President and Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATION
5/14/20 11:10:26

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

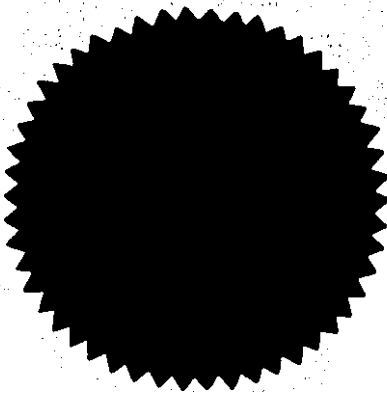
I, **RUFUS L. EDMISTEN**, Secretary of State of the State
North Carolina, do hereby certify that

HEALTH SERVICES INTERNATIONAL, INC.

is a corporation duly incorporated under the laws of the State
of North Carolina, having been incorporated on the 23rd day of
April, 1992, 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 17th day of May, 1995.



Rufus L. Edmisten

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

93 MAY 26 AM 10:26



Post Office Box 5315
Winston-Salem, NC 27113-5315

Phone: (910) 777-1440
Fax: (910) 777-0200

163 Stratford Court • Suite 100 • Winston-Salem, NC 27103 USA

F95000002567

June 22, 1995

Amendment Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

95 JUN 30 PM 12:30

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

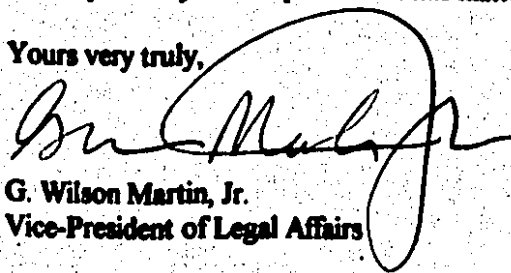
Re: Change of name application

Ladies and Gentlemen:

Enclosed is an original Application by Foreign Profit Corporation to file amendment to application for authorization to transact business in Florida. Also enclosed is an original certificate from the North Carolina Secretary of State's Office evidencing the amendment. Finally, the \$35.00 filing fee is also enclosed.

Thank you for your cooperation in this matter.

Yours very truly,



G. Wilson Martin, Jr.
Vice-President of Legal Affairs

GWM/der

Enclosures

700001528457
-06/30/95-01062-012
****35.00 ****35.00

7/7
TL2

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. Health Services International, Inc. doing business in Florida as
Health Services International, Inc. of Naples
Name of corporation as it appears on the records of the Department of State.
2. North Carolina
Incorporated under laws of
3. May 26, 1995
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 16, 1995
5. Guardian Solutions, Incorporated
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature
G. Wilson Martin, Jr.
Typed or printed name

6/22/95
Date
Vice-President, Legal Affairs
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 30 PM 12:30

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

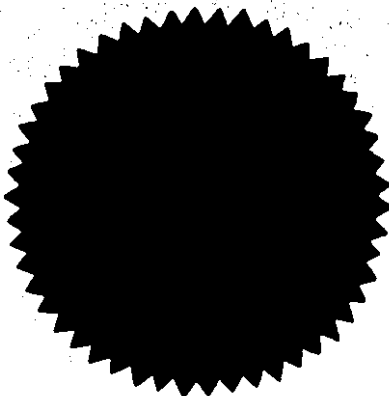
HEALTH SERVICES INTERNATIONAL, INC.

Which changed its name to:

GUARDIAN SOLUTIONS, INCORPORATED

the original of which was filed in this office on the 16th day of June, 1995

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of June, 1995.



Rufus L. Edmisten

Secretary of State

951679042

State of North Carolina
Department of the Secretary of State
ARTICLES OF AMENDMENT

C-0304837

FILED

9:00 AM

JUN 16 1995

EFFECTIVE

RUFUS L. EDMISTEN
SECRETARY OF STATE

Pursuant to §55-10-08 of the General Statutes of North Carolina, the undersigned ~~corporation~~ **STATE OF NORTH CAROLINA** hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is: Health Services International, Inc.
2. The text of each amendment adopted is as follows: (State below or attach)
Article 1 of the Corporation's Articles of Incorporation was deleted and replaced by a new Article I, as follows:

I

The name of the corporation is Guardian Solutions, Incorporated.

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

4. The date of adoption of each amendment was as follows: June 14, 1995
5. (Check either a, b, c, or d, whichever is applicable)
 - a. ☐ The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.
 - b. ☐ The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.
 - c. ☐ The amendment(s) was (were) duly adopted by the board of directors without shareholder approval as shareholder approval was not required because (set forth a brief explanation of why shareholder action was not required)

 - d. ☒ The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

ARTICLES OF AMENDMENT
Page 2

6. These articles will be effective upon filing, unless a delayed effective time and date is specified: _____

This the 14 day of June, 1995

Health Services International, Inc.

Name of Corporation

Signature

G. Wilson Martin, Jr. Vice-President

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised October 1991)



3551 Bonita Bay Boulevard, Building B • Bonita Springs, FL 33923
Telephone: (941) 947-5445 • Fax: (941) 947-2833

February 8, 1996

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL. 32314

Dear Sirs,

900001732839
-03/05/96--01093--001
*****35.00 *****35.00

Enclosed please find an application and applicable fee to incorporate Guardian Solutions, Inc. within the State of Florida. Also enclosed, please find an application to withdraw authority to transact business by Guardian Solutions, Inc. , a North Carolina corporation, to be filed simultaneously. Thank you for your cooperation in this matter.

Sincerely,

Donald E. Finn, C.E.O./President
Registered Agent

FILED
96 FEB 29 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEF/tlg
enclosures

Withdrawal

LF
3-4-96

1092
1070, 672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 FEB 29 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 19, 1996

Donald E. Finn
% GUARDIAN SOLUTIONS, INCORPORATED
3551 Bonita Bay Blvd., Bldg. B
Bonita Springs, FL 33923

SUBJECT: GUARDIAN SOLUTIONS, INCORPORATED
Ref. Number: F95000002567

We have received your document for GUARDIAN SOLUTIONS, INCORPORATED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The current name of the entity is as referenced above. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 496A00007108



3551 Bonita Bay Boulevard, Building B • Bonita Springs, FL 33923
Telephone: (941) 947-5445 • Fax: (941) 947-2833

Via 2nd Day UPS
February 26, 1996

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314
Attn.: Louise Flemming-Jackson

Re: Letter Numbers : 496A00007108 and 996A00007108

FILED
96 FEB 29 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mrs. Flemming-Jackson,

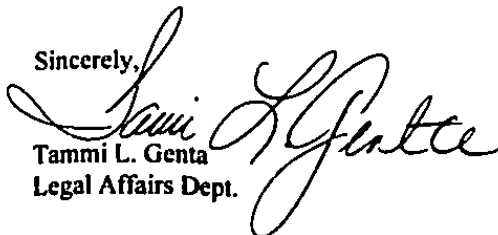
As per my conversation this morning with Thelma, I am directing this letter to you as she instructed me to do. I am writing in reference to the letter numbers listed above, which were sent on February 19, 1996 by both you and Dana Farmer. I am hoping that you will be able to correct the situation and process our request expeditiously.

First, let me clarify our objective. We previously had filed Articles of Incorporation in May 1995 as Health Services International, then in June of 1996 we filed for an Amendment reflecting our name change as Guardian Solutions, Inc. both of which were registered in the State of North Carolina but with the authority to transact business in the State of Florida.

In February 1996, we relocated our office to Florida. Upon doing so, we decided to incorporate within the State of Florida and withdraw as a Foreign Corporation. On February 2, 1996 we filed an Application to Withdraw and Application to Incorporate as a Profit Corporation simultaneously. In addition we sent a cover letter explaining our intentions to do just this, along with a check in the amount of \$78.75. It is to my understanding that we should have sent another check in the amount of \$35.00 to cover all costs involved. Enclosed please find a check in that amount to cover the withdrawal fees, the original applications we sent, and photocopies of the letters sent to us. Please file the Withdrawal and the appropriate Amendment that will allow Guardian Solutions, Inc. to be registered as a Florida Corporation.

We thank you for your prompt attention in this matter. If you need to contact us in reference to this matter, please do so at the number listed above.

Sincerely,


Tammi L. Genta
Legal Affairs Dept.

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSMIT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Guardian Solutions, Incorporated
(Name of Corporation)

North Carolina

(Incorporated Under Laws Of)

FILED
96 FEB 29 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

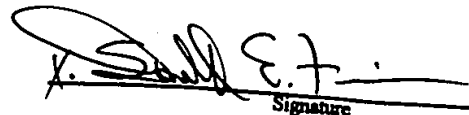
3551 Bonita Bay Blvd.

(Mailing Address)

Bonita Springs, FL. 33923

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

C.E.O.-President

Title

Donald E. Finn

Typed or printed name

02/09/96

Date