

F95000003718



PHI HealthCare Management Inc.
23332 Mill Creek Drive, Suite 105, Laguna Hills, California 92653

OFFICE USE ONLY

W95-1444

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

FILED
 93 AUG 2 AM 9:46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

000001539616
-07-18/95--01037--018
****78.75 ****78.75

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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1995

PHI HEALTHCARE MANAGEMENT, INC.
23332 MILL CREEK DR., #105
LAGUNA HILLS, CA 92653

SUBJECT: PHI HEALTHCARE MANAGEMENT, INC.
Ref. Number: W95000014441

We have received your document for PHI HEALTHCARE MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Richard J. De Meo will be required to sign in #13 of the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 695A00034348

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. HII HealthCare Management, Incorporated
(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. 33-0176120
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/86 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 23332 Mill Creek Drive, Suite 105
Laguna Hills, CA 92653
(Current mailing address)

8. Hospital-Pharmacy Management Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

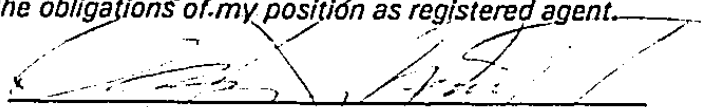
9. Name and street address of Florida registered agent:

Name: Richard Duckett
Office Address: 1936 N.E. 5th Street
Cape Coral, , Florida , 33909
(Zip Code)

FILED
95 AUG 24 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

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: Richard J. De Meo

Address: 21881 Consuegra

Mission Viejo, CA 92692

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard J. De Meo

Address: 21881 Consuegra Mission Viejo, CA 92692

Vice President: _____

Address: _____

Secretary: Richard Buchanan, Attorney at Law

Address: 23201 Mill Creek Drive, Suite 100, Laguna Hills, CA 92653

Treasurer: _____

Address: _____

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

13. *Richard J. De Meo*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard J. De Meo President/CEO
(Typed or printed name and capacity of person signing application)

FILED
95 AUG 18 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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 19th day of May 1995

PHI HEALTHCARE MANAGEMENT, 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 14th day of June, 1995



Bill Jones
BILL JONES
Secretary of State

FILED
95 AUB-2, AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F95000003718

LA 44 01
1-2 71
9-2-00 FAX



RECEIVED
96 MAR 26 PM 4:22
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 891518 4322404
AUTHORIZATION :
COST LIMIT : 9

ORDER DATE : March 21, 1996
ORDER TIME : 2:19 PM
ORDER NO. : 891518
CUSTOMER NO: 4322404

000001 7538160
03/27/96--01004--006
****35.00 ****35.00

CUSTOMER: Elaine Meyers, Legal Assistant
Jenkins & Gilchrist
Suite 3200
1445 Ross Avenue
Dallas, TX 752022711

CHANGE OF AGENT

NAME: PHI HEALTHCARE MANAGEMENT, INC

FILED
96 MAR 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

PH Change
3/27/96
DC



96 MAR 27 11:23

FLORIDA DEPARTMENT OF STATE
Dorinda B. Northam
Secretary of State

March 27, 1996

CSC NETWORKS
GAIL SHELBY

Case 25th date

SUBJECT: PHI HEALTHCARE MANAGEMENT, INC.
Ref. Number: F95000003718

We have received your document for PHI HEALTHCARE MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 696A00013966

resubmit.

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of California submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PHI HEALTHCARE MANAGEMENT, INC.

1b. The mailing address of the corporation is : 8615 Freeport Parkway, Suite 250, Irving, Texas 75063

1c. Date of Incorporation: 5/19/86 Document number: F95000003718

2. The name and address of the current registered agent and office:

Richard Duckett
1936 N.E. 5th Street
Cape Coral, Florida 33909

FILED
96 MAR 26 PM 4:30
TALLAHASSEE FLORIDA

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.
1201 Hays Street, Suite 105,
Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James D. Shelton (Signature of an officer, chairman or vice chairman of the board) 3/18/96 (Date)

JAMES D. SHELTON, V.P., SECRETARY (Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

The Prentice-Hall Corporation Corporation System, Inc.
By: Amy Bass (Signature of Registered Agent) March 22, 1996 (Date)

If signing on behalf of an entity:
Amy Bass (Typed or Printed Name) Asst. Sec. (Capacity)