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ACCOUNT NO. : 072100000032	
REFERENCE : 711113 4349092	
AUTHORIZATION: Patricia Populo	
COST LIMIT : 9 70.00	~~~~~
ORDER DATE: October 17, 1995	
ORDER TIME : 10:06 AM	
ORDER NO. : 711113	500001613945
CUSTOMER NO: 4349092	W95-20790
CUSTOMER: Ms. Christa Roberts Corporate Child Care, Inc. 209 Tenth Avenue South Suite 300 Nashville, TN 37203-4144	<u> </u>
FOREIGN FILINGS	FILL SECRETARY VISIO 24
NAME: RESOURCES FOR CHILD CARE MANAGEMENT, INC.	ED STATE CONTROLLS OF STATE OF
PROFIT XX CORPORATE NON-PROFIT LIMITED PARTN	ERSHIP mtm
XX GUALIFICATION	
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	

CONTACT PERSON: Colby D. Griffin



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham **Secretary of State**

1995

CSC NETWORKS

SUBJECT: RESOURCES FOR CHILD CARE MANAGEMENT, INC. Ref. Number: W95000020790

We have received your document(s) in this office, however, the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$8956.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Letter Number: 195A00047010

Michael Mays Document Specialist 95 OCT 24 PK 3:

AFFIDAVIT

Comes now Mary Howard and after first being duly sworn states as follows:

- 1. My name is Mary Howard and I am the Corporate Secretary of Resources for Child Care Management, Inc., a New Jersey corporation ("RCCM"), and am duly authorized and have sufficient knowledge to make this affidavit.
- 2. The purpose of this affidavit is to clarify issues regarding a recently filed application to qualify RCCM to do business in the State of Florida.
- 3. A wholly-owned subsidiary of RCCM, Resources for Child Care Management of Florida, Inc., a Florida corporation (the "Subsidiary"), was merged into FCCM and a Certificate of Merger was filed with the Florida Department of State on October 2, 1995 CO Upon the merger of the Subsidiary into RCCM, RCCM was required to qualify to do business in Florida and an application was timely filed, a copy of which is attached.
- 4. Item 6 of the RCCM Application by a Foreign Corporation for Authorization to Transact Business in Florida provided that RCCM had transacted business in Florida since September 29, 1987 which erroneously reflected the date the Subsidiary had begun business in Florida. The Subsidiary was properly incorporated in Florida on September 29, 1987. RCCM was not required to obtain authorization as a foreign corporation until the Subsidiary was merged with and into RCCM. The proper date for Item 6 should have been October 2, 1995.

Purther the afficient mich ant this the _ _ day of Comber, 1995.

STATE OF TENNESSEE

COUNTY OF DAVIDSON

DALLUL LARGETAN
NOTARY FUBLIC
My Commission Expires:

#391377

SECRETARY OF STATE DIVISION OF COMPORATIONS

95 OCT 24 PN 3: 14

APPLICATION BY POWERON COMPONATION FOR

IN COMPLIANCE WITH SECTION 807.4503, FLORIDA STATUTES, THE FOLLOWING IS SUB-MITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

	New Jersey			
(St	ate or country under the law of wi	nich It is incor	porated)	
	11/16/84	4	Perpetual (Duration)	
of in	corporation)		(Orivacion)	
	222563137 (Federal Employer Identifica	Non exercises	# continuite)	
	(Federal Employer Identifica	kion number,	n abbucació)	ų
	9/29/87			
tran	sacted business in Florida. See s	ections 607.1	501, 607.1502, an	d 817,3
			. 47040	•
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Mary Howard 209 Tenth Avenue S Dave Gleason 209 Tenth Avenue S	South, Nashvill	e, Tennesse	ee 37203	
Dave Gleason 209 Tenth Avenue S				
209 Tenth Avenue	South, Nashvil	Le, Tenness	ee 37203	
may attach an adden			•	
			additional off	icers and/
Name: THE PRE	NTICE-HALL (ORPORATIO	iorida 3230	
peen named as registrion at the place designent and agree to act istatutes relative to the and accept the oblig	ered agent and to mated in this application this capacity. The proper and co- pations of my pos-	olication, I he I futher agreemplete perfolition as regis	reby accept to be to comply with ance of my stered agent. ORPORATION	ne appoint with the y duties, a
	Glor	(O ia M. Bar	flicer) ry, Asst.	Secy.
application to the Dep of corporate records	nodmoni či Sibii	o, by the Sec on under the	law of which	t is incorp
	Name: THE PRE Address: 1201 Ha Tallaha ad agent's acceptant been named as regist lion at the place designent and agree to act is statutes relative to the and accept the oblig ad agent's signature: is a certificate of exist application to the De- y of corporate records	Address: 1201 Hays Street. Tallahassee. ad agent's acceptance: peen named as registered agent and to lion at the place designated in this appoint and agree to act in this capacity. I statutes relative to the proper and con and accept the obligations of my posted agent's signature: THE PRENTIFE P	Address: 1201 Hays Street. Tallahassee. For all allahassee. Tallahassee. For allahassee. For allahassee. Tallahassee. For allahassee. For all	Address: 1201 Hays Street. Tallahassee. Florida 1230. Tallahassee. Florida 1230. Tipe of agent's acceptance: Deen named as registered agent and to accept service of procession at the place designated in this application, I hereby accept to gent and agree to act in this capacity. I futher agree to comply to a statutes relative to the proper and complete performance of my and accept the obligations of my position as registered agent. THE PREMICE-HALL CORPORATION Gloria M. Barry, Asst. (Officer) Gloria M. Barry, Asst. (Type Name and Title of Officer) application to the Department of State, by the Secretary of State of corporate records in the jurisdiction under the law of which the personner of the law of which the law of

NEW JERSEY SECRETARY OF STATE

RESOURCES FOR CHILD CARE MANAGEMENT, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON NOV. 16,1984.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE

16 SOUTH STREET

SUITE 300

MORRISTOWN

NJ 07960

AND THE REGISTERED AGENT IS ROBERT D LURIE.

SEP. 27,1995

Cronna R. Hooley

