

F95000005492

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

6000001261306
08/24/95--0116--002
*****01.00 *****01.00

SUBJECT: SOUTHERN MEDICAL LEASING CORP.
(Name of corporation - must include suffix)

8000001634119
11/13/95--01041--016
***400.00 ***400.00

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:

Hugh L. Guthrie, Sr.
(Name of Person)

Southern Medical Leasing Corp.
(Firm/Company)

400 Meridian St. N., Ste. 103
(Address)

Huntsville, AL 35801
(City, State and Zip Code)

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

Robert L. Shields, III, Esq. at (205) 326 - 4166
(Name of Person) 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

8/24/95
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SADLER, SULLIVAN, HERRING & SHARP, P.C.

ATTORNEYS AT LAW

2500 SouthTrust Tower
420 North 20th Street

BIRMINGHAM, ALABAMA 35203-4120-1

TELEPHONE (205) 426-4000

FAX (205) 424-3418

W. H. SADLER (1986-1993)
W. H. SADLER JR. (1993-1994)

STEPHANE D. WHITE
ROBERT H. SHARP, III
K. LARRY WALKER, III
STEVEN W. HERRISON
JAMES K. BRADYTON
CLARA A. COOPER
D. ANDREW ROTENSTREICH
CLINTON PITTMAN

HUNTSVILLE, ALABAMA
POST OFFICE BOX 2670 ZIP 35894-2670
602 MADISON STREET ZIP 35801
(205) 514-4343
FAX (205) 514-4370

WILLIAM L. LANE, JR.
CHARLES E. HERRING
CHARLES E. SHARP
WILLIAM S. HERRING, III
JEROME M. LARSEN, JR.
W. LEE THURSTON
JOHN F. WHITAKER
MAL. H. GUTHRIE
ROBERT L. SHIELDS, III
MEADE WHITAKER, JR.
JOSE A. WILLIAMS
MICHAEL W. RAY
TURNER B. WILLIAMS
TED L. MANN
SIDNEY F. PHILLIPS

August 18, 1994

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

RE: Southern Medical Leasing Corp.
Our File No. 94-20031

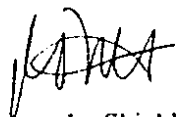
Dear Sir:

Enclosed please find an original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida, Transmittal Letter, Certificate of Existence and our check in the amount of \$75.00 for filing of same. Please have the copy stamped and return to us in the enclosed envelope.

If you have any questions, please feel free to contact us.

Very truly yours,

SADLER, SULLIVAN, HERRING & SHARP, P.C.


Robert L. Shields, III

RLSIII/cp
Enclosures
cc: Mr. Hugh Guthrie

RECEIVED
SEP 1 1994
8:50



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 24, 1994

HUGH L. GUTHRIE, SR.
SOUTHERN MEDICAL LEASING CORP.
400 MERIDIAN ST. N., STE. 103
HUNTSVILLE, AL 35801

SUBJECT: SOUTHERN MEDICAL LEASING CORPORATION
Ref. Number: W94000018640

We have received your document for SOUTHERN MEDICAL LEASING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Number 6 of the application must be completed. If the corporation has not transacted business or conducted its affairs in Florida because it has not received confirmation from this office, please insert the words "upon qualification" in lieu of a date.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 094A00038796

SADLER, SULLIVAN, HERRING & SHARP, P.C.

ATTORNEYS AT LAW

2500 SOUTHTRUST TOWER

420 NORTH 20TH STREET

BIRMINGHAM, ALABAMA 35203-3204

TELEPHONE (205) 326-4188

FAX (205) 324-3418

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STEVEN R. HENDON
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JOEL A. WILLIAMS
MICHAEL W. FAY
TURNER B. WILLIAMS
TED L. MANN
SIDNEY C. PHILLIPS

September 2, 1994

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

RE: Southern Medical Leasing Corporation
Ref. No. W94000018640
Our File No. 94-20031

Dear Sir:

Enclosed please find the corrected Application by Foreign Corporation for Authorization to Transact Business in Florida and a copy of your letter dated August 24, 1994, in reference to the above entity.

If you have any questions, please feel free to contact me.

Very truly yours,

SADLER, SULLIVAN, HERRING & SHARP, P.C.


Robert L. Shields, III

RLSIII/cp
Enclosures

FILED
SECRETARY OF STATE
SEP 14 - 9 11 48:50



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 7, 1994

HUGH L. GUTHRIE, SR.
SOUTHERN MEDICAL LEASING CORP.
400 MERIDIAN ST. N., STE. 103
HUNTSVILLE, AL 35801

SUBJECT: SOUTHERN MEDICAL LEASING CORPORATION
Ref. Number: W94000018640

95 SEP -9 11 08:50
ST-11-17-94
FILED

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee 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 corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1400.00.

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.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 994A00040407

SADLER, SULLIVAN, HERRING & SHARP, P.C.

ATTORNEYS AT LAW

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MEADE WHITAKER, III
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TURNER B. WILLIAMS
TED L. MANN
SIDNEY T. PHILLIPS

September 22, 1994

Florida Secretary of State
Division of Corporations
ATTN: Jennifer Sindt
P. O. Box 6327
Tallahassee, FL 32314

RE: Southern Medical Leasing Corporation
Ref. No. W94000018640
Our File No. 94-20031

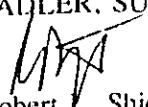
Dear Ms. Sindt:

Southern Medical Leasing Corporation is a Debtor-in-Possession in Bankruptcy Case No. 94-80831 filed in the United States Bankruptcy Court for the Northern District of Alabama, Northern Division. Therefore, any amounts which might possibly be due for annual report and penalty fees constitute a pre-petition claim in the bankruptcy case. As such, they will be paid and/or allowed under the Plan of Reorganization which will be filed very shortly in this case. I do not think that the Plan will be confirmed within 60 days. However, I would request that you hold this matter for 120 days for review. If, before that time, a Plan is confirmed and the Debtor comes out of bankruptcy, then the cost of the annual report and/or penalty fees, if any, will be paid by the reorganized debtor.

Should you have any problems withholding this matter for longer than 60 days, please do not hesitate to let us know.

Very truly yours,

SADLER, SULLIVAN, HERRING & SHARP, P.C.


Robert L. Shields, III

RLSH/cp

cc: Mr. Hugh Guthrie

94-80831-9 148:50
SECRETARY OF STATE
FBI



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 1, 1994

HUGH L. GUTHRIE, SR.
SOUTHERN MEDICAL LEASING CORP.
400 MERIDIAN ST. N., STE. 103
HUNTSVILLE, AL 35801

SUBJECT: SOUTHERN MEDICAL LEASING CORPORATION
Ref. Number: W94000018640

RECEIVED
SECRETARY OF STATE
9-15-94 11:50

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SOUTHERN MEDICAL LEASING CORPORATION.

The referenced application states that the corporation has transacted business in the State of Florida since November 1, 1992. You were notified by letter dated September 7, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1400.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner Letter No. 994A00051550

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1995

HUGH L. GUTHRIE, SR.
TELESIS GROUP INC
517 FARMINGDALE RD SE
HUNTSVILLE, AL 35803-2297

SUBJECT: SOUTHERN MEDICAL LEASING CORPORATION
Ref. Number: W94000018640

SECRET
APR 11 6 10 PM '95

**CERTIFIED MAIL #P 348 066 539
RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of SOUTHERN MEDICAL LEASING CORPORATION to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by SOUTHERN MEDICAL LEASING CORPORATION for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

- Penalties and fees in the amount of \$1400.00 are now due. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 695A00015898

SADLER, SULLIVAN, HERRING & SHARP, P.C.

ATTORNEYS AT LAW

2500 SOUTHTRUST TOWER

420 NORTH 20TH STREET

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W. H. SADLER JR. (606) 9770

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ROBERT H. SHARP JR.

W. L. ABEL WALKER JR.

STEVEN R. HERRING

CLARA A. COOPER

R. ANDREW ROBERTSON JR.

J. CLAYTON PITTMAN

DARRELL J. SULLIVAN

HUNTSVILLE, ALABAMA

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FAX (205) 514-4170

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DAVID D. GIBBS JR.
DAVID E. GIBBS
WILLIAM J. GIBBS JR.
GEORGE M. SARGENT JR.
JAMES C. WHITAKER
MAC B. GIBBS JR.
ROBERT L. SHIELDS JR.
MEADE WHITAKER JR.
JOEL A. WILLIAMS
MICHAEL W. RAY
TURNER B. WILLIAMS
TED A. MANN
DORNEY T. PHILIPS

April 25, 1995

Douglas D. Sunshine, Esq.
Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Southern Medical Leasing Corp.
Ref. No. W94000018640
Our File No. 94-20031

Dear Mr. Sunshine:

Your letter of April 7, 1995, has been forwarded to me for reply. Southern Medical Leasing Corp. is in the process of getting a Chapter 11 bankruptcy Plan confirmed. Unfortunately, your letters of December 1, 1994, and April 7, 1995 were sent to the wrong address and has only just now reached my client. Please address all further correspondence to me.

As I said, my client is in the process of getting its Plan confirmed. When that has been accomplished, I will contact you about resolving this matter. In the meantime, I will talk to my client so that we can be prepared to resolve this matter in the very near future immediately after confirmation.

I appreciate your patience. If you have any questions, please do not hesitate to contact me.

Very truly yours,

SADLER, SULLIVAN, HERRING & SHARP, P.C.

Robert L. Shields, III

RLSH/ep

cc: Mr. Hugh Guthrie

RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
FLORIDA
APR 27 1995
PM 8:50

Brannan, Bagwell and Mercer, P.C.

Certified Public Accountants

Amsouth Center • Suite 804
200 Clinton Avenue
Huntsville, Alabama 35801
(205) 536-4318

Larry O. Brannan, CPA
Alan Bagwell, CPA
Jerry L. Mercer, Jr., CPA

Members
American Institute C.P.A.s
A.I.C.P.A. Private Companies
Alabama Society of C.P.A.s

Mr. Mark Dunbar
Department of State
LL-10
The Capital
Tallahassee, Florida 32399-0250

Attention : Mark Dunbar

Southern Medical Leasing Corporation
Ref Number: w94000018640

We have communicated with Ms. Shela Mullins of your office regarding the above referenced matter. We have agreed to pay the appropriate fees related to the periods in question of \$400 and have included copies of our tax returns for the years ended June 30, 1992 and 1993, the years in question. The company actually started business after June 30, 1992 but a copy of that return is filed so that you may see that the corporation had been dormant for the period from June 30, 1981 and continued so until after June 30, 1992. The tax return for the year ended June 30, 1993 reflects the business transacted at that time.

If you need further information from us, we will be happy to supply it. Please call Mr. Jerry Mercer, Jr. CPA at 205-536-4318.

Sincerely,


Brannan, Bagwell & Mercer, PC

November 6, 1995

copy: Bob Shields, Hugh Guthrie

FILED
SECRETARY OF STATE
DIVISION OF REVENUE
95 NOV -9 PM 8:50

1995

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Marc W. Dunbar, Assistant General Counsel

DATE: November 7, 1995

RE: Southern Medical Leasing Corp.

Based on a review of the file and the tax returns provided by this corporation, it is my recommendation that this file be closed, all penalties be abated, and this corporation be qualified to do business in Florida. This corporation has paid all outstanding annual report fees in the amount of \$400.00. This corporation has operated at a loss for each of the past three years. Any attempt to collect additional penalties will cause serious financial hardship on this corporation and may result in its insolvency.

MWD/mwd

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**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. SOUTHERN MEDICAL LEASING CORPORATION
(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. Alabama 3. 63-0714086
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-4-74 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November, 1992
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 400 Meridian Street N., Suite 103
Huntsville, AL 35801
(Current mailing address)

8. Nursing Home Care
(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 Rd.
Plantation, Florida, 33324
(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.


PETER F. SOUZA
ASSISTANT SECRETARY
(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: Hugh L. Guthrie, Sr.
400 Meridian St., N., Ste. 103
Address: Huntsville, AL 35801

Vice Chairman: _____
Address: _____

Director: Hugh Guthrie, Jr.
400 Meridian St. N., Ste. 103
Address: Huntsville, AL 35801

Director: Lori Guthrie
400 Meridian ST, N., Sute. 103
Address: Huntsville, AL 35801

B. OFFICERS

President: Hugh L. Guthrie, Sr.
Address: 400 Meridian St., N., Ste. 103
Huntsville, AL 35801

Vice President: _____
Address: _____

Secretary: Floyd Wilson
Address: 400 Meridian St. N., Ste. 103
Huntsville, AL 35801

Treasurer: _____
Address: _____

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

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

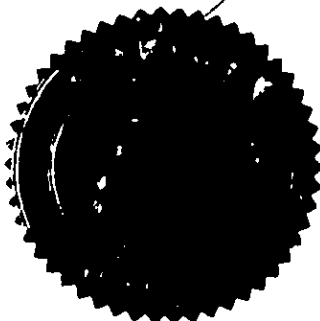
14. Hugh L. Guthrie, Sr., President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
JAN 10 1978
65 NOV -9 AM 8:50

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Southern Medical Leasing Corporation incorporated in Madison County, Huntsville, Alabama on October 4, 1974. I further certify that the records do not disclose that said Southern Medical Leasing Corporation has been dissolved.

RECEIVED
SECRETARY OF STATE
JUN 9 - 9 11 50



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 9, 1994

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

F9500005492

Tracy H. Bagwell and Jerry L. Mercer, P.C.
Certified Public Accountants
200 Clinton Avenue Suite 804
Huntsville, Alabama 35801
(205) 536-4318

Larry O. Brannon, CPA
Alan Bagwell, CPA
Jerry L. Mercer, Jr., CPA

Members
American Institute C.P.A.s
A.I.C.P.A. Private Companies
Alabama Society of C.P.A.s

Jenifer Sindt
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Southern Medical Leasing Corporation
Document number F95000005492

Dear Jenifer,

Thank you for your letter regarding qualification of Souther Medical Leasing Corporation. In your letter, you stated we needed to notify you of address changes. The address for the corporation has changed as follows:

Southern Medical Leasing Corporation
200 Clinton Avenue Suite 804
Huntsville, Alabama 35801

Please send all correspondence and forms to file the corporate annual report to this address.
Thank you for your assistance.

Sincerely,

Jerry Mercer Jr CPA

November 15, 1995

copy: Hugh Guthrie

upd 11/20/98