

F-96000001818

LAW OFFICES
BAKER, DONELSON, BEARMAN & CALDWELL

A PROFESSIONAL CORPORATION

700 NORTH STATE STREET
SUITE 800

JACKSON, MISSISSIPPI 39202

(601) 351-2400

FACSIMILE
(601) 351-2424

MAILING ADDRESS:

POST OFFICE BOX 24417
JACKSON, MISSISSIPPI 39225

TENNESSEE OFFICES

MEMPHIS
NASHVILLE
CHATTANOOGA
KNOXVILLE
JOHNSON CITY
HUNTSVILLE

WASHINGTON, D.C.

April 4, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001773882
-04/09/96--01089--014
****131.25 ****131.25

Gentlemen:

Enclosed for filing please find an application for Certificate of Authority for MEL, Inc. I have also included a copy of the Mississippi Certificate of Existence and our payment of \$131.25 to cover the registration fee, a certificate of status and a certified copy of the Certificate of Authority.

Also enclosed, please find an Application to Withdraw Authority to Transact Business in Florida for Healthcare Suppliers, Inc. There was no reference to filing fees on the application. Should there be a fee to withdraw, please contact me at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

BAKER, DONELSON, BEARMAN & CALDWELL



Shelli H. Hudson
Legal Assistant

/shh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -9 AM 11:54
16 4/11

02-16-96 04:19PM

TO 616013512424

P002

TRANSMITTAL LETTER

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

SUBJECT: MEL of Mississippi, 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:

Shelli Hudson
(Name of Person)
Baker Donelson Beaman & Caldwell
(Firm/Company)
700 N. State Street, Suite 500
(Address)
Jackson MS 39202
(City, State and Zip Code)

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

Shelli Hudson at 601.351.2400
(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

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John D. Bower, MD, do hereby certify
that this Resolution of the Board of Directors of MEL, Inc.,
a corporation duly organized and existing under the laws of the State of Mississippi,
was duly adopted on January 17, 1996.

Resolved, that MEL, Inc., organized
and existing in the State of Mississippi, hereby adopts the
name MEL of Mississippi, Inc. for use in Florida.

Dated: 4/4/96

John D. Bower, MD
Signature of at least one director

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DIVISION OF CORPORATIONS
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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. MEL 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. Mississippi 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/17/96 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/17/96
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. 3925 West Northside Drive
Jackson MS 39209
(Current mailing address)

8. Healthcare supplies
(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)

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.

Attached

(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
96 APR -9 AM 11:54

ACCEPTANCE OF APPOINTMENT

RE: MEL, INC. (Mississippi Domestic)

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: March 12, 1996

C T CORPORATION SYSTEM

By Bonnie L. Harmon
Bonnie L. Harmon,
Assistant Secretary

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John D. Bower MD

Address: 3925 W. Northside Drive
Jackson MS 39209

Director: _____

Address: _____

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

President: John M. Bower

Address: 3925 W. Northside Drive
Jackson MS 39209

Vice President: David McNamara

Address: 3925 W. Northside Drive
Jackson MS 39209

Secretary: Tami Parker

Address: 3925 W. Northside Drive
Jackson MS 39209

Treasurer: Tami Parker

Address: 3925 W. Northside Drive
Jackson MS 39209

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

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

14. Secretary - Treasurer
(Typed or printed name and capacity of person signing application)

STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK
SECRETARY OF STATE
JACKSON, MISSISSIPPI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -9 AM 11:54

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on January 17, 1996 the state of Mississippi issued a Charter/Certificate of Authority to:

MEL, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual REPORT HAS BEEN DELIVERED TO THE SECRETARY OF STATE'S OFFICE.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
March 29, 1996

Eric Clark
ERIC CLARK
Secretary of State