

F96000004998

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

700001959707
-09/30/96--01030--006
***122.50 ***122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ProHealthCare Florida, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 9/30/96 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 SEP 30 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

7/ 9/30

RECEIVED
96 SEP 30 AM 11:03
DIVISION OF CORPORATION

Examiner's Initials

**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. ProlifeHealthCare Florida, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Delaware
(State or country under the law of which it is incorporated)
3. January 23, 1996 4. perpetual
(Date of Incorporation) (Duration)
5. Pending
(Federal Employer Identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 30 Hillside Avenue, Springfield, New Jersey 07081
(Current mailing address)
8. Provide physician practice ownership and management.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Thomas A. Laurita

Address: 30 Hillside Avenue,
Springfield, New Jersey 07081

Vice Chairman: _____

Address: _____

Director: Thomas A. Laurita

Address: same as above

Director: David B. Cohen

Address: same as above

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6 SEP 30 AM 11: 85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: Thomas A. Laurita

Address: same as above

Vice President: _____

Address: _____

Secretary: Susan Bauer

Address: same as above

Treasurer: _____

Address: _____

FILED
95 SEP 10 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Thomas A. Laurita

Office Address: 300 Arthur Godfrey Road, Suite 200
Miami Beach

Florida 33140

Zip Code

11. 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: Thomas A. Laurita

12. 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.

13. Thomas A. Laurita
(Signature of Chairman, Vice Chairman, or any officer listed in number 8 of the application)

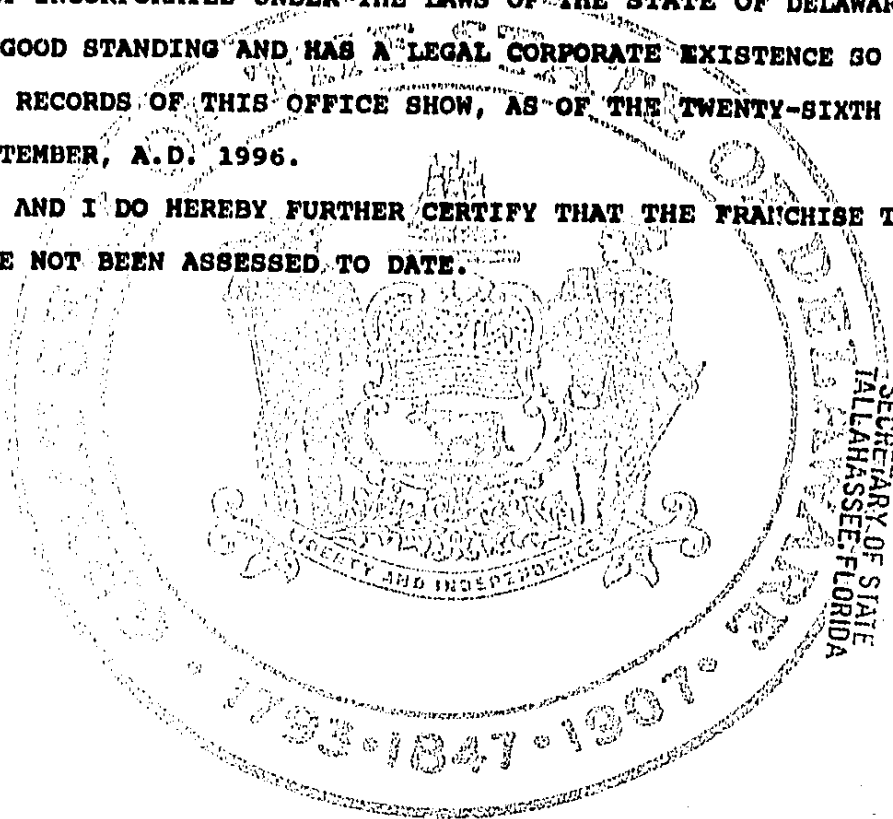
14. Thomas A. Laurita, Chairman and President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROHEALTHCARE FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED

96 SEP 30 AM 11:36



Edward J. Freel

Edward J. Freel, Secretary of State

2584984 8300

960279472

AUTHENTICATION:

DATE:

8120952

09-26-96

1201 HAYN STREET
TALLAHASSEE, FL 32301-2607
TALLAHASSEE, FL 32301-2607
TALLAHASSEE, FL 32301-2607

000-342-8086



F96000004998

ACCOUNT NO. : 072100000032

REFERENCE : 158763 3696B

AUTHORIZATION : Patricia Pignotti

COST LIMIT : \$ 35.00

ORDER DATE : November 18, 1996

ORDER TIME : 11:34 AM

ORDER NO. : 158763-005

100002009101--2

CUSTOMER NO: 3696B

CUSTOMER: Margaret Dall, Legal Asst
Akin, Gump, Strauss, Hauer &
1333 New Hampshire Avenue, n.w.

Washington, DC 20036

FOREIGN FILINGS

NAME: PROHEALTHCARE OF FLORIDA, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 19 PM 3:29

FILED

DIVISION OF CORPORATION

96 NOV 19 PM 2:41

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

**CSC NETWORKS
MICHAEL KLUNK
TALLAHASSEE, FL**

**SUBJECT: PROHEALTHCARE FLORIDA, INC.
Ref. Number: F96000004998**

We have received your document for PROHEALTHCARE FLORIDA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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: 196A00052775

RECEIVED
96 DEC 12 AM 11:24
DIVISION OF CORPORATIONS

RESUBMIT
Please give original
submission date as file date.

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(§ 607.1504, F.S.)

FILED
96 NOV 19 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. PROHEALTHCARE FLORIDA, INC.
Name of corporation as it appears on the records of Department of State
2. Incorporated under laws of: DELAWARE
3. Date authorized to do business in Florida: 9/30/96

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?

October 8, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

TPS OF FLORIDA, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature

11/15/96
Date

Gary S. Feldstein, M.D.
Typed or printed name

President
Title

Dec. 4. 1996 10:11AM

AKIN GUMP WASHINGTON

No. 7583 P. 4/4

TPS OF FLORIDA, INC.

OFFICER'S CERTIFICATE

I, Gary S. Feldstein, Chairman of TPS of Florida, Inc., a Delaware corporation, (the "Company"), do hereby certify that the following resolution has been duly adopted by the Directors of the Company pursuant to a Unanimous Consent and said resolution has not been amended or repealed and remains in full force and effect on the date hereof:

NOW, THEREFORE, BE IT RESOLVED, that the name "Total Physician Services of Florida, Inc." is adopted for use as a fictitious name by the Company in the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and caused this Certificate to be delivered as of this 4th day of December, 1996.

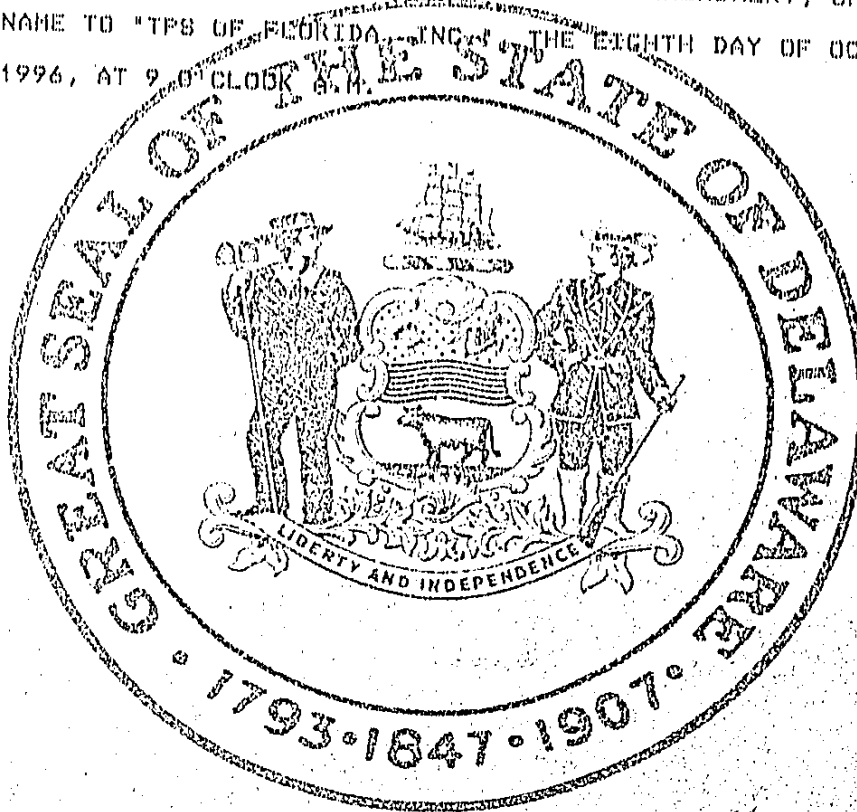


Gary S. Feldstein, M. D., Chairman

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PROHEALTHCARE FLORIDA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TPS OF FLORIDA, INC." THE EIGHTH DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2584984 8320

960335708

AUTHENTICATION:

DATE:

8196607

11-18-96