

F97000006461

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Physicians Management Corporation  
(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:

Martha L. Steele, Esquire  
(Name of Person)

Crews & Hancock, P.L.C.  
(Firm/Company)

P.O. Box 1474  
(Address)

Richmond, Virginia 23218-1474  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 8:24  
mth  
12/9

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

500002299945--7  
-03/22/97--01135--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Martha L. Steele, Esq. at ( 804 ) 649-9333  
(Name of Person) (Area Code & Daytime Telephone Number)

W97-21750

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 23, 1997

MARTHA L. STEELE  
CREWS & HANCOCK  
P.O. BOX 1474  
RICHMOND, VA 23218-1474

SUBJECT: PHYSICIANS MANAGEMENT CORPORATION  
Ref. Number: W97000021750

We have received your document for PHYSICIANS MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 997A00046960

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP 23 9 41 AM '97

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Richard W. E. Bland, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Physicians Management Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Tennessee

was duly adopted on October 1

Be it resolved, that Physicians Management Corporation  
(Corporate Name)

organized and existing in the State of Tennessee, hereby adopts the name

Physicians Management Corporation of America for use in Florida.

Dated: December 3, 1997

Richard W. E. Bland

Signature of ~~Richard W. E. Bland~~  
Assistant Secretary

Richard W. E. Bland

Type or print name

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 8:24

**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. Physicians Management 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. Tennessee**  
(State or country under the law of which it is incorporated)

**3. 52-1658599**  
(FEI number, if applicable)

**4. December 22, 1989**  
(Date of incorporation)

**5. perpetual**  
(Duration: Year corp. will cease to exist or "perpetual")

**6. n/a**  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

**7. 500 Interstate Blvd, South, Nashville, TN 37210**

(Current mailing address)

**8. management and insurance-related services**  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

**9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

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.*

CT CORPORATION SYSTEM

(Registered agent's signature)

By: Kevin J. Gallagher, Asst. Secretary

**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  
97 DEC -9 AM 8:24

## PHYSICIANS MANAGEMENT CORPORATION

### OFFICERS

Ms. Judith A. Kelley  
President & CEO  
4200 Innslake Drive  
Glen Allen, Virginia 23060

Richard W. E. Bland, Esquire  
Assistant Secretary  
700 East Main Street, Suite 1015  
Richmond, Virginia 23219

Mr. William F. Jacobs, Jr.  
Executive Vice Chairman  
4200 Innslake Drive  
Glen Allen, Virginia 23060

Ms. Carolyn B. Hudgins  
Vice President - Financial Services  
4200 Innslake Drive  
Glen Allen, Virginia 23060

John W. Crews, Esquire  
Senior Vice President and General Counsel  
700 East Main Street, Suite 1015  
Richmond, Virginia 23219

Anne D. McDougall  
Vice President  
4200 Innslake Drive  
Glen Allen, Virginia 23060

Mr. Kenneth R. Patterson  
Senior Vice President and CFO/Assistant  
Treasurer  
4200 Innslake Drive  
Glen Allen, Virginia 23060

Donna D. Lange  
Second Vice President  
4510 Cox Road, Suite 400, Rowe Plaza  
Glen Allen, Virginia 23060

Gordon D. McLean  
President Emeritus  
125 Wareham's Point  
Williamsburg, Virginia 23185-8914

Helen E. Woodfall  
Assistant Vice President  
4510 Cox Road, Suite 400, Rowe Plaza  
Glen Allen, Virginia 23060

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 8:24

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: Please see attached schedule

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Please see attached schedule

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. Richard E. Bland

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

14. Richard W. E. Bland, Assistant Secretary

(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 3:25

**PHYSICIANS MANAGEMENT CORPORATION**

**BOARD OF DIRECTORS**

Ronald K. Davis, M.D., **Chairman**  
Virginia Surgical Associates, Inc.  
417 Libbie Avenue  
Richmond, Virginia 23226

Emerson D. Farley, Jr., M.D., **Vice Chairman**  
Medical Specialists, Inc.  
Highland II  
7229 Forest Avenue  
Richmond, Virginia 23226

Charles L. McDowell, M.D., **Secretary/Treasurer**  
McDowell, Bowers & Leibovic  
Hand Surgery Specialists, Ltd.  
7650 East Parham Road  
Richmond, Virginia 23294

George A. Hurt, M.D.  
Central Virginia Neurosurgery  
2138 Langhorne Road  
Lynchburg, Virginia 24501

George A. Knaysi, M.D.  
Richmond Surgical Group, Inc.  
8921 Three Chopt Road  
Richmond, Virginia 23229

Willette L. LeHew, M.D.  
OB/GYN Associates of Tidewater, Inc.  
880 Kempsville Road  
Suite 2200  
Norfolk, Virginia 23502

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 8:25

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 09/09/1997  
REQUEST NUMBER: 3384-2951A  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/22/1989  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0223466  
JURISDICTION: TENNESSEE

TO:  
CREWS & HANCOCK  
AT: C. ROBINSON  
700 E MAIN STREET  
RICHMOND, VA 23212-1474

REQUESTED BY:  
CREWS & HANCOCK  
AT: C. ROBINSON  
700 E MAIN STREET  
RICHMOND, VA 23212-1474

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"PHYSICIANS MANAGEMENT CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -9 AM 8:25

FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/09/97

FROM:  
CREWS & HANCOCK (700 E MAIN/RICHMOND, VA  
700 E. MAIN STREET  
SUITE 1015  
RICHMOND, VA 23219-2693

	FEES	
RECEIVED:	\$60.00	\$60.00
TOTAL PAYMENT RECEIVED:		\$120.00
RECEIPT NUMBER:	00002180523	
ACCOUNT NUMBER:	00112115	



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE