

**98000001952**

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 959-1666. Fax (904) 222-1666

**WALK IN**

**PICK UP** 4/4/98 11:00 AM ☺

**CERTIFIED COPY**

CUS

**PHOTO COPY**

**FILING For. Qual.**

1.) Background America of Florida, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

6.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

7.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

8.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

400002479424-6  
-04/06/98-01027-003  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -6 PM 1:05 RECEIVED  
99 APR -6 AM 10:04  
DIVISION OF CORPORATION

**RESOLUTION OF BOARD OF DIRECTORS  
OF BACKGROUND AMERICA OF FLORIDA, INC.**

I, the undersigned, Susan Priest, do hereby certify that this Resolution of the Board of Directors of Background America of Florida, Inc., a corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on April 1, 1998.

BE IT RESOLVED, that Background America of Florida, Inc. hereby adopts the name Profiles Plus, Inc. for use in Florida.

Dated: April 1, 1998

Susan C. Priest  
Susan Priest, Vice-President

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**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. Background America of Florida, 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. Tennessee 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 25, 1998 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. March 25, 1998  
(Date first transacted business in Florida. See Sections 607.1501, 607.1502 and 817.155, F.S.)

7. 1900 Church Street, Suite 400  
Nashville, TN 37203  
(Current mailing address)

8. To undertake any lawful business activity  
(Purpose 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: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Susan Priest  
Office Address: 29296 U.S. 19, Suite 205  
Clearwater, FL 33761

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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:*

Susan C. Priest  
(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 address 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: Michael D. Shmerling  
Address: 1900 Church Street, Suite 400, Nashville, TN 37203

Director: A. Michael Rosen  
Address: 1900 Church Street, Suite 400, Nashville, TN 37203

Director: James Hoffman  
Address: 1900 Church Street, Suite 400, Nashville, TN 37203

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

President: Michael D. Shmerling  
Address: 1900 Church Street, Suite 400, Nashville, TN 37203

Vice President: Susan Priest  
Address: 29296 U.S. 19, Suite 205, Clearwater, FL 33761

Secretary: A. Michael Rosen  
Address: 1900 Church Street, Suite 400, Nashville, TN 37203

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

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

13. Susan C. Priest  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Susan Priest, Vice-President  
(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/01/1998  
REQUEST NUMBER: 98091033  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/19/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0347689  
JURISDICTION: TENNESSEE

TO:  
SHERRARD & ROE  
424 CHURCH ST  
LORI MCPHERSON  
NASHVILLE, TN 37219

REQUESTED BY:  
SHERRARD & ROE  
424 CHURCH ST  
LORI MCPHERSON  
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

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

"BACKGROUND AMERICA OF FLORIDA, INC."

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 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  
98 APR -6 PM 1:05

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/01/98

FROM:  
SHERRARD & ROE (424 CHURCH ST.)  
424 CHURCH STREET  
SUITE 2000  
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$10.00 \$10.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002281464  
ACCOUNT NUMBER: 00092398



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE