

Document Number Only

F98000002554

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002511279--9

05/05/98 01099-013
*****70.00 *****70.00

Car Source HHR Holdings

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Thanks, Melaine

5-5-98

File 1st

**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. CareSouth HHA Holdings, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2325024
(FEI number, if applicable)
4. March 9, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 577 Mulberry Street, Suite 1200
Macon, Georgia 31201
(Current mailing address)
8. Management of Helath Care Services
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South 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.

Dale H. Morris

(Registered agent's signature)

Dale Morris, Asst. Vice Pres.

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.

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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: Ronald B. Conners

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

~~Vice Chairman~~ Secretary/ Rick W. Griffin

General Counsel:
Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

Director: Peter Manos

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

Director: Marcus L. Kimsey

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

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

President: Dr. Ronald B. Conners

Address: 577 Mulberry street, Suite 1200
Macon, Georgia 31201

~~Vice President~~ Peter Manos

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

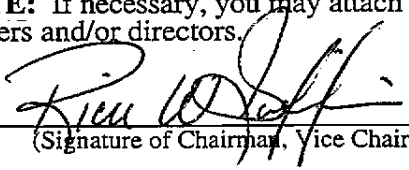
Secretary: Rick W. Griffin

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

Treasurer: Marcus L. Kimsey

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

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

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

14. Rick W. Griffin, Secretary/ General Counsel
(Typed or printed name and capacity of person signing application)

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12.

A. DIRECTORS (additional):

Director: T. J. Jubair

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

B. OFFICERS (additional):

T. J. Jubair

Address: 577 Mulberry Street, Suite 1200
Macon, Georgia 31201

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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DATE INC/AUTH/FILED: 03/09/1998
JURISDICTION : GEORGIA
PRINT DATE : 04/23/1998
FORM NUMBER : 211

ORIGIN INFORMATION AND SERVICES, INC.
233 MITCHELL STREET, S.W.
SUITE 420
ATLANTA, GA 30303

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CARESOUTH HHA HOLDINGS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State