



THE UNITED STATES
CORPORATION
COMPANY

98000003676

ACCOUNT NO. : 072100000032

REFERENCE : 863041 4814048

AUTHORIZATION :

Patricia Pzyth

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1998

ORDER TIME : 9:15 AM

ORDER NO. : 863041-025

CUSTOMER NO: 4814048

CUSTOMER: Ms. Mary Kim E. Shipp
Waller Lansden Dortch & Davis
Suite 2100
511 Union Street
Nashville, TN 372198966

400002567544--4

FOREIGN FILINGS

W98-14246

NAME: BHC MANAGEMENT COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 22 AM 8:00

FILED

W98/29

DIVISION OF CORPORATION

98 JUN 22 AM 10:42

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 22, 1998

CSC
ATTN: DEBORAH SCHRODER

SUBJECT: BHC MANAGEMENT COMPANY, INC.
Ref. Number: W98000014246

RESUBMIT
Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 098A00034236

RECEIVED
99 JUN 26 PM 4: 09
DIVISION OF CORPORATION

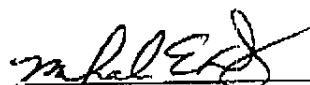
**BHC Management Company, Inc.
Resolution of the Board of Directors**

June 25, 1998

I, the undersigned Director, Vice President, Secretary and Treasurer, do hereby certify that this Resolution of the Board of Directors of BHC Management Company, Inc., a corporation duly organized and existing under the laws of the state of Tennessee, was duly adopted on June 25, 1998.

RESOLVED, that BHC Management Company, Inc. organized and existing in the State of Tennessee hereby adopts the name "Tennessee BHC Management Company, Inc." for use in the State of Florida.

Dated: June 26, 1998



Michael E. Davis, Director
Vice President, Secretary and Treasurer

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 22 AM 8:00

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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. BHC Management Company, 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. June 9, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 102 Woodmont Boulevard, Suite 800, Nashville, TN 37205

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TALLAHASSEE FLORIDA

- (Current mailing address)
to provide management services to parent corporation and its subsidiaries
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.


(Registered agent's signature)

Karen B. Rozen As Its Agent

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 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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

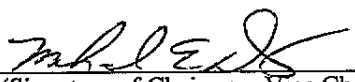
Treasurer: _____

Address: _____

98 JUN 22 AM 8:00
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TALLAHASSEE FLORIDA

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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. Michael E. Davis, Vice President, Secretary & Treasurer
(Typed or printed name and capacity of person signing application)

BHC Management Company, Inc.
102 Woodmont Boulevard, Suite 800
Nashville, Tennessee 37205
(615) 269-3492

Officers:

Edward A. Stack, President

Michael E. Davis, Vice President, Secretary & Treasurer

Directors:

Edward A. Stack

Michael E. Davis

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98 JUN 22 AM 8:00

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/17/1998
REQUEST NUMBER: 98168115
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/09/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0352218
JURISDICTION: TENNESSEE

TO:
WALLER LANSDEN DORTCH & DAVIS
MARY KIM SHIPP
511 UNION STREET
NASHVILLE, TN 37219

REQUESTED BY:
WALLER LANSDEN DORTCH & DAVIS
MARY KIM SHIPP
511 UNION STREET
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"BHC MANAGEMENT COMPANY, 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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN 22 AM 8:00

FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/17/98

FROM:
WALLER LANSDEN ETC (511 UNION/NASHVILLE)
SUITE 2100
511 UNION STREET
NASHVILLE, TN 37219-1760

RECEIVED: FEES \$580.00 \$0.00
TOTAL PAYMENT RECEIVED: \$580.00

RECEIPT NUMBER: 00002327007
ACCOUNT NUMBER: 00000832

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

