

F980000004019

CHAMBLISS, BAHNER & STOPHEL, P.C.

ATTORNEYS AND COUNSELORS AT LAW

FOUNDED IN 1886

1000 TALLAN BUILDING

TWO UNION SQUARE

CHATTANOOGA, TENNESSEE 37402-2500

423/756-3000

FAX 423/265-9574

MEMBER  
COMMERCIAL LAW AFFILIATES  
A WORLD-WIDE ORGANIZATION  
OF INDEPENDENT BUSINESS  
AND LITIGATION LAW FIRMS

June 29, 1998

JOHN C. STOPHEL\*  
T. MAXFIELD BAHNER  
GLENN C. STOPHEL\*  
J. NELSON IRVINE  
JAMES L. CROWDER  
GARY D. LANDER  
E. STEPHEN JETT  
W. LEE MADDOUX  
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WILLIAM P. AIKEN, JR.  
WILLIAM H. PICKERING\*  
DONALD E. MORTON  
DAVID J. HILL  
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F. LAURENS BROCK  
MICHAEL N. ST. CHARLES  
MARTIN L. PIERCE\*  
DONALD J. AHO  
JAY A. YOUNG  
L. ANDREW CLARK  
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RONALD D. GORSLINE\*  
COLLETTE R. JONES\*  
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ANTHONY A. JACKSON  
S. MARK TURNER  
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LORI L. SMITH\*  
ALICIA BROWN OLIVER\*  
LEIGH ANNA HOLLIS  
CHARLES D. LAWSON  
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OF COUNSEL  
JAC CHAMBLISS  
DUDLEY PORTER, JR.  
BARTON C. BURNS  
WILLIAM CRUTCHFIELD, JR.\*  
CHARLES N. JOLLY  
WAYNE E. THOMAS\*

\*ALSO LICENSED IN GEORGIA  
\*ALSO LICENSED IN ALABAMA

Office of the Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002576090--1  
-06/30/98--01044--014  
\*\*\*\*122.50 \*\*\*\*122.50

In re: Medical Management Professionals, Inc.

Dear Sir or Madam:

000002576090--1  
-07/14/98--01036--001  
\*\*\*1150.00 \*\*\*1150.00

Enclosed for filing are the original and a conformed copy of the Application of Foreign Corporation for Authorization to Transact Business in Florida for Medical Management Professionals, Inc. Also enclosed are a Certificate of Existence issued by the Secretary of State of Tennessee on May 21, 1998 and the corporation's check in the amount of \$122.50 in payment of the filing fees.

Please return a certified copy of this Application to us at your earliest convenience.

Your assistance is appreciated. If you have questions, please contact us.

Very truly yours,

*Merle H. Koontz*

Merle H. Koontz  
Legal Assistant

W98-15045

Enclosures

cc, without enclosures: Dennis K. Wolfe, CPA  
Ms. Melynda Carter

*4/9/98*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 1, 1998

CHAMBLISS, BAHNER & STOPHEL, P.C.  
C/O MERLE H. KOONTZ  
1000 TALLAN BLDG., TWO UNION SQUARE  
CHATTANOOGA, TN 37402-2500

SUBJECT: MEDICAL MANAGEMENT PROFESSIONALS, INC.  
Ref. Number: W98000015045

We have received your document for MEDICAL MANAGEMENT PROFESSIONALS, INC. and your check(s) totaling \$122.50. 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.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Dennis K. Wolfe, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Medical Management Professionals, Inc.

(Corporate Name)

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

was duly adopted on July 8,, 1998

Be it resolved, that Medical Management Professionals, Inc.  
(Corporate Name)

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

"Medical Management Professionals of Tennessee, Inc." for use in Florida.

Dated: July 8, 1998

**MEDICAL MANAGEMENT PROFESSIONALS OF TENNESSEE, INC.**

BY: 

Signature of either Chairman, Vice Chairman or any officer **Vice President**  
(Dennis K. Wolfe)

Dennis K. Wolfe

Type or print name

CHAMBLISS, BAHNER & STOPHEL, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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MARTIN L. PIERCE\*  
DONALD J. AHO  
JAY A. YOUNG  
L. ANDREW CLARK  
DANA B. PERRY\*  
J. PATRICK MURPHY

July 10, 1998

Ms. Agnes Lunt  
Document Specialist  
Office of the Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

In re: Medical Management Professionals, Inc.  
Ref. Number: W98000015045

Dear Ms Lunt:

Enclosed are the Resolution of Board of Directors adopting "Medical Management Professionals of Tennessee, Inc." as the name under which the corporation will do business in Florida and the corporation's check in the amount of \$1,150.00 in payment of the annual report and penalty fees. Also enclosed is a copy of your letter dated July 1, 1998.

Please return a certified copy of the Application of Foreign Corporation for Authorization to Transact Business in Florida for Medical Management Professionals, Inc. to us at your earliest convenience.

Your assistance is appreciated. If you have questions, please contact us.

Very truly yours,

*Merle H. Koontz*

Merle H. Koontz  
Legal Assistant

Enclosures

cc, without enclosures: Dennis K. Wolfe, CPA  
Ms. Melynda Carter

**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. Medical Management Professionals, 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

(State or country under the law of which it is incorporated)

3. 62-1529579

(FEI number, if applicable)

4. 04/27/93

(Date of incorporation)

5. perpetual

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

6. November 1, 1996

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5959 Shallowford Road, Shallowford Business Park, Suite 511

Chattanooga, Tennessee 37421

(Current mailing address)

8. providing management services for medical professionals

(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: 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)

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: Tony M. D'Andrea, Jr.

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Vice Chairman: William D. Stone

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Director: S. Mark Talley

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Director: Dennis K. Wolfe

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Director: David A. Vinson

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Director: J. Douglas Bush, Jr.

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Director: G. Darrell Hulsey  
5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

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

President: Tony M. D'Andrea, Jr.

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Vice President: William D. Stone

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Secretary: David A. Vinson

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

Treasurer: Dennis K. Wolfe

Address: 5959 Shallowford Road, Shallowford Business Park, Suite 511, Chattanooga, TN 37421

**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. Tony M. D'Andrea, 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: 05/21/1998  
REQUEST NUMBER: 98141120  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/27/1993  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0265162  
JURISDICTION: TENNESSEE

TO:  
CHAMBLISS, BAHNER & STOPHEL  
AT: MERLE KOONTZ  
500 TALLAN BUILDING  
CHATTANOOGA, TN 37402

REQUESTED BY:  
CHAMBLISS, BAHNER & STOPHEL  
AT: MERLE KOONTZ  
500 TALLAN BUILDING  
CHATTANOOGA, TN 37402

**CERTIFICATE OF EXISTENCE**

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

**"MEDICAL MANAGEMENT PROFESSIONALS, 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 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**

**FOR: REQUEST FOR CERTIFICATE**

**ON DATE: 05/21/98**

**FROM:  
CHAMBLISS BAHNER & STOPHEL (TWO UNION SQ  
SUITE 1000  
TWO UNION SQUARE  
CHATTANOOGA, TN 37402-2502**

**RECEIVED: FEES \$80.00 \$80.00  
TOTAL PAYMENT RECEIVED: \$160.00**

**RECEIPT NUMBER: 00002315685  
ACCOUNT NUMBER: 00000751**



*Riley C Darnell*

**RILEY C. DARNELL  
SECRETARY OF STATE**