



THE UNITED STATES
CORPORATION
COMPANY

980000006549

ACCOUNT NO. : 072100000032

REFERENCE : 045362 126228A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

more allowed -
see updated "cover"
sheet,
next ->

ORDER DATE : November 25, 1998

ORDER TIME : 9:52 AM

ORDER NO. : 045362-010

CUSTOMER NO: 126228A

800002698858--6

CUSTOMER: Kathy Roberts, Legal Assistant
R. Lawrence Heinkel, P.a.
Suite 220
135 West Central Boulevard
Orlando, FL 32801

FOREIGN FILINGS

NAME: AMERISYS 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: Sara Lea

FILED
98 DEC -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/2

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98 DEC -1 AM 10:37
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 045362 126228A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 1220.00

new authorization

ORDER DATE : November 25, 1998

ORDER TIME : 9:52 AM

ORDER NO. : 045362-010

CUSTOMER NO: 126228A

CUSTOMER: Kathy Roberts, Legal Assistant
R. Lawrence Heinkel, P.a.
Suite 220
135 West Central Boulevard
Orlando, FL 32801

RESUBMIT
*Please give original
submission date as the date*

FOREIGN FILINGS

NAME: AMERISYS INC.

XXXX QUALIFICATION (TYPE: CO)

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1998

CSC
ATTN: SARA LEA

SUBJECT: AMERISYS INC.
Ref. Number: W98000026812

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98 DEC -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

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 \$1,150.00.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 198A00056890

Received • Nov-30-98 03:21pm
Nov-30-98 04:23P

from CCITT G3 → MCR SYSTEMS

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R. Lawrence Heinkel, P.A.

*Counselor at Law
A Professional Association*

Tax Controversies - State and Federal
Tax Bankruptcies
Business and Tax Law

135 West Central Blvd., Suite 220
Orlando, Florida 32801

(407) 426-9009
(407) 426-9105 Fax

November 30, 1998

Florida Department of State
Division of Corporations
c/o CSC
1201 Hayes Street
Tallahassee, FL 32301

FILED
98 DEC -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: **AmeriSys, Inc., a Georgia Corporation**
Application By Foreign Corporation For Authorization To
Transact Business in Florida
AmeriSys, Inc. - a dissolved Florida corporation

Dear Sir/Madam:

An Application is being submitted herewith by AmeriSys, Inc., an active and current Georgia Corporation, for authority to transact business in Florida under F.S. Chapter 607.1503.

Please be advised that AmeriSys, Inc. was dissolved by the State as a domestic Florida corporation this year for failure to file an Annual Report. The principals of AmeriSys let the corporation be dissolved due to tax reasons. Now, the same principals of AmeriSys, Inc. the Georgia entity, want to transact business in Florida under that corporation, and, as such, submit the enclosed Application to do so.

I am writing this letter to specifically let you know the above so that the foreign corporation can still use the name, "AmeriSys" in Florida, although the Florida corporation using that name was only just recently dissolved. The principals of both entities are the same, and they authorize use of the name in Florida as they will not be re-activating the Florida corporation. A statement to this effect appears at the end of this correspondence.

Received- Nov-30-98 04:11pm
Nov-30-98 05:13P

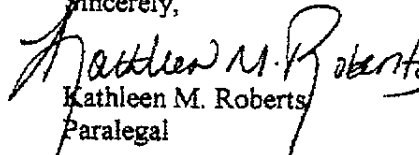
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P.03

CSC
November 30, 1998
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I appreciate your time and attention to these matters, and would welcome your call should you have any questions or concerns.

Sincerely,


Kathleen M. Roberts
Paralegal

:kmr

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The aforesaid statements are true and correct. I am the President of AmeriSys, Inc., the Georgia corporation, which wishes to register with the State of Florida as a foreign corporation authorized to transact business in the State of Florida. I was also a principal of AmeriSys, Inc., the Florida corporation. We do not intend to reactivate the Florida corporation and just wish to do business in Florida as a foreign corporation. Thank you.

AMERISYS, INC.

BY:


WAYNE LELAND

**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. NAME OF CORPORATION: AmeriSys, Inc.
2. STATE OR COUNTY UNDER THE LAW OF WHICH IT IS INCORPORATED: Georgia
3. DATE OF INCORPORATION: October 17, 1995
4. DURATION: Perpetual
5. FEDERAL EMPLOYER IDENTIFICATION NUMBER: 58-2207071
6. DATE FIRST TRANSACTED BUSINESS IN FLORIDA: 1/1/97
7. CURRENT MAILING ADDRESS: c/o ERS CONSULTANTS, INC., 140 Alexandria Boulevard, Suite H, Oviedo, Florida 32765.
8. BRIEF DESCRIPTION OF THE NATURE OF THE BUSINESS IN WHICH IT IS ENGAGED IN FLORIDA: Managed Care
9. NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS:

A. DIRECTORS:

Ronald D. Warble, 140 Alexandria Boulevard, Suite H, Oviedo, Florida 32765
Geoffrey Greenstein, 140 Alexandria Boulevard, Suite H, Oviedo, Florida 32765
Wayne F. Leland, 140 Alexandria Boulevard, Suite H, Oviedo, Florida 32765

B. OFFICERS:

President:
Wayne F. Leland, 140 Alexandria Boulevard, Suite H, Oviedo, Florida 32765

VP of Utilization Management:
Lynn Lusardi same address as above

VP of Case Management (Field):
Geoffrey Greenstein same address as above

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TALLAHASSEE FLORIDA

VP of Sales & Marketing:

Andy Small 140 Alexandria Boulevard, Suite H, Oviedo, FL 32765

Chief Information Officer:

Dennis Peters same address as above

Corporate Secretary:

Leslie Whittemore same address as above

Treasurer:

Pat Ritter same address as above

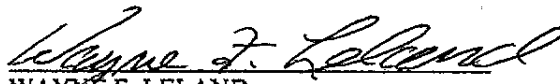
10. **NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:**

Wayne F. Leland, 140 Alexandria Boulevard, Suite H, Oviedo, Florida 32765

11. **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.

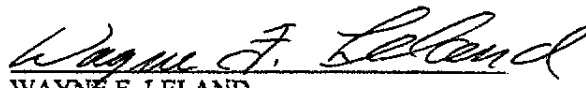
Registered Agent's Signature:


WAYNE F. LELAND
REGISTERED AGENT

12. 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.

AMERISYS, INC.

13. **Officer's Signature:**


WAYNE F. LELAND
PRESIDENT

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98 DEC -2 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

DOCKET NUMBER : 983340393
CONTROL NUMBER : 9531125
DATE INC/AUTH/FILED: 10/17/1995
JURISDICTION : GEORGIA
PRINT DATE : 11/30/1998
FORM NUMBER : 211

CSC
HEATHER K. KLINZING
100 PEACHTREE ST., STE. 660
ATLANTA, GA 30303

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

AMERISYS, 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

FILED
98 DEC 12 AM 10:19
SECRETARY OF STATE
ATLANTA, GEORGIA