

# F99000002456

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PHYSICIAN HEALTH CORPORATION  
(Name of corporation - must include suffix)

W99-10659

Dear Sir or Madam: 00789-00310-00671

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DARCEE A. DEUPREE, ESQ  
(Name of Person)

PHYSICIAN HEALTH CORPORATION  
(Firm/Company)

990 HAMMOND DRIVE, SUITE 300  
(Address)

ATLANTA, GA 30328  
(City/State/Zip)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 12 AM 8:39

200002861542--3  
-05/04/99--01036--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Should you need to call someone concerning this matter, please call:

DARCEE A. DEUPREE, ESQ at ( 770 ) 225-11058  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Name
Availability
Document Examiner
Updater
Updater
Verifier
Acknowledgement
w. P. Verifier

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 6, 1999

DARCIE A. DEUPREE, ESQ.  
990 HAMMOND DRIVE, SUITE 300  
ATLANTA, GA 30328

SUBJECT: PHYSICIAN HEALTH CORPORATION  
Ref. Number: W99000010659

We have received your document for PHYSICIAN HEALTH CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 699A00024828

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAY 12 AM 8:39

I, the undersigned SARAH C. GARVIN, do hereby certify  
(Name)

that this Resolution of the Board of Directors of PHYSICIAN HEALTH CORPORATION  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on MAY 10, 19 99.

Be it resolved, that PHYSICIAN HEALTH CORPORATION,  
(Corporate Name)

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

PHC PHYSICIAN HEALTH CORPORATION for use in Florida.

Dated: MAY 10, 1999

Sarah C. Garvin  
Signature of either Chairman, Vice Chairman or any officer

SARAH C. GARVIN, CEO & Chairman  
Type or print name

**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. PHYSICIAN HEALTH CORPORATION  
(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. DELAWARE 3. 58-2199947  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUG. 29, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 990 HAMMOND DR. SUITE 300  
ATLANTA, GA 30328  
(Current mailing address)
8. PHYSICIAN Practice Management  
(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: SHAMUS HOLT  
Office Address: 3885 Oakwater Circle  
Orlando, Florida, 32806  
(Zip code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 12 AM 8:39

**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.*

Shamus Holt  
(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: \_\_\_\_\_

Address: Please see attached

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: \_\_\_\_\_

Address: Please see attached

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

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

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

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

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

14. SARAH C. GARVIN, CEO AND PRESIDENT  
(Typed or printed name and capacity of person signing application)

Company Name: Physician Health Corporation

Names

Titles

Garvin, Sarah Cooper

Director, Chairman, CEO and President

Rhoton, C. David

COO and CFO

Ribaudo, Joseph Michael

Director, Executive Vice President

Rodgers, Thomas Malin, Jr.

Director, Executive Vice President and Secretary

All of the above can be contacted at 990 Hammond Drive, Suite 300, Atlanta, Georgia 30328

## BOARD MEMBERS ADDRESSES

Anantharaman, Murali  
EGL Holdings, Inc.  
6600 Peachtree-Dunwoody Road  
300 Embassy Row, Suite 630  
Atlanta, GA 30328

Ribaudo, Michael J.  
Physician Health Corporation  
President Ancillary Division  
450 North New Ballas Road  
Suite 250  
St. Louis, MO 63141-6835

Cronin, Michael  
General Partner  
Weston Presidio Capital  
One Federal Street, 21<sup>st</sup> Floor  
Boston, MA 02110

Rodgers, Thomas M.  
Physician Health Corporation  
990 Hammond Drive, Suite 300  
Atlanta, GA 30328

DiStefano, Alfred, M.D.  
Arlington Cancer Center  
906 West Randol Mill Road  
Arlington, TX 76012

Garvin, Sarah C.  
Physician Health Corporation  
President and CEO  
990 Hammond Drive, Suite 300  
Atlanta, GA 30328

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIAN HEALTH CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

2537305 8300

991146042



9686318

04-14-99

*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: