

F99000002785

TRANSMITTAL LETTER

700002873587--9  
-05/13/99--01049--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PHOENIX HEALTH GROUP OF AMERICA, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

DR. BRIAN FREEDMAN  
(Name of Person)

W99-11483

PHOENIX HEALTH GROUP OF AMERICA INC.  
(Firm/Company)

1223 MANAR DRIVE S.  
(Address)

WESTON FL 33326  
(City/State/Zip)

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

DR. BRIAN FREEDMAN at (954) 389-8239  
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 MAY 27 AM 10:35

FILED  
W99/11

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

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

6 pgs



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 17, 1999

DR. BRIAN FREEDMAN  
PHOENIX HEALTH GROUP OF AMERICA, INC.  
1223 MANOR DRIVE S.  
WESTON, FL 33326

SUBJECT: PHOENIX HEALTH GROUP OF AMERICA, INC.  
Ref. Number: W99000011483

We have received your document for PHOENIX HEALTH GROUP OF AMERICA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that the certificate we require is not the same as the certified copy you submitted. Please submit an original certificate of existence, which is one page long and has no copies attached.

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: 399A00027170

*Jo - 4/11/99* *Frankie Kelly Jr. - 973-596-4500*  
*→ CHRIS ANDREWS.* *NT.*  
*P) 973-639-6293*

**Phoenix Health Group of America Inc.**  
**Brian L. Freedman, D.D.S., President**

1223 Manor Drive South  
Weston, Florida 33326

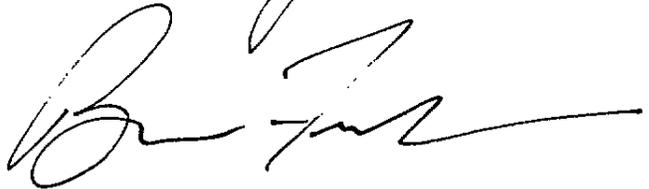
---

Phone 954-389-8239  
Fax 954-349-7630

MAY 27/99.

LEE RIVERS  
RE LETTER # 399A00027170  
EIN # 22-3582440  
APP. TO DO BUS. IN FL.

Enclosed is the Certificate of Existence.  
That you requested.

Thank you.  


### 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. PHOENIX HEALTH GROUP OF AMERICA, 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. DELAWARE  
(State or country under the law of which it is incorporated)

3. 0915885 Ein# 22-3582440  
(FEI number, if applicable)

4. FEB. 11, 1998  
(Date of incorporation)

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

6. JAN 1, 99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1223 MANOR DR S, WESTON FL, 33326  
(Current mailing address)

8. BUSINESS ADMINISTRATION  
(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: DR. BRIAN FREEDMAN

Office Address: 1223 MANOR DR. S.

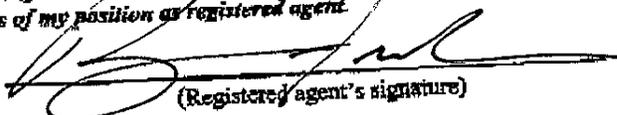
WESTON

Florida, 3332  
(Zip code)

FILED  
99 MAY 27 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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: DR BRIAN H. PRICE

Address: 22 St. Joseph St.  
Toronto ON M4Y 1J9

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Edmund F. Carr

Address: 605 Manning Sideroad  
Newmarket ON L3Y 4V9

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.

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

14.

DR. BRIAN PRICE - CHAIRMAN

(Typed or printed name and capacity of person signing application)

FILED  
99 MAY 27 AM 10:35  
SECRETARIAT OF STATE  
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHOENIX HEALTH GROUP OF AMERICA INC." 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 TWENTY-FOURTH DAY OF MAY, A.D. 1999.

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

FILED
99 MAY 27 AM 10:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2857980 6300

991205682

AUTHENTICATION: 9762415

DATE: 05-24-99