

F99000003449

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ProMedCo Management Company  
(Name of corporation - must include suffix)

Dear Sir or Madam:

000002915440--8  
-06/25/99--01038--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Carol-Ann Schwartz

(Name of Person)

ProMedCo Management Company

(Firm/Company)

801 Cherry Street, Suite 1450

(Address)

Fort Worth, TX 76102

(City/State/Zip)

FILED  
99 JUN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Carol-Ann Schwartz

(Name of Person)

at (817) 335-5035

(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

F99-3449

Name	CR 672
Availability	CR 672
Document	CR 672
Examiner	CR 672
Update	CR 672
Updater	CR 672
Verifier	CR 672
Acknowledgment	CR 672
W/P. Verifier	CR 672

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

**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. ProMedCo Management Company

(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. 75-2529809

(FEI number, if applicable)

4. July 1, 1994

(Date of incorporation)

5. Perpetual

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

6. April, 1999

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

7. 801 Cherry Street, Suite 1450

Fort Worth, TX 76102

(Current mailing address)

8. Provision of Management Services

(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: CSC

Office Address: 1201 Hays Street

Tallahassee, FL


, Florida, 32301

(Zip code)

FILED  
JUL 25 PM 5:00  
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)

*Douglas W. Junker, Authorized Representative*

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)

Charles McQuery\*, Robert Sontheimer\*, Senior Vice Presidents

James F. Herd, MD\*, David Bailey, MD\* and Charles Buysse, MD\*, Directors

\* can be reached at: 801 Cherry St, Ste 1450, Ft Worth, TX 76102

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: H. Wayne Posey

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

Vice Chairman: Richard E. Ragsdale

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

Director: Jack H. McCaslin

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

Director: E. Thomas Chaney

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

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

President: H. Wayne Posey

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

Vice President: Dale K. Edwards

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

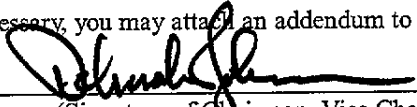
Secretary: Deborah A. Johnson

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

Treasurer: Robert D. Smith

Address: 801 Cherry Street, Suite 1450  
Fort Worth, TX 76102

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. Deborah A. Johnson, Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
99 JUN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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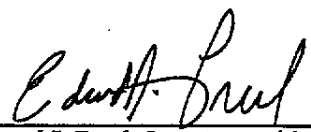
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMEDCO MANAGEMENT COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROMEDCO MANAGEMENT COMPANY" WAS INCORPORATED ON THE EIGHTH DAY OF AUGUST, A.D. 1996.

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

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



  
Edward J. Freel, Secretary of State

2647740 8300

991241913

AUTHENTICATION:

9807343

DATE:

06-16-99



**ProMedCo**  
Management Company

June 18, 1999

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

Dear Sir or Madam:

Enclosed is the "Application by Foreign Corporation for Authorization to Transact Business in Florida" for ProMedCo Management Company. This company recently began "transacting business" in Florida by hiring some employees that had previously worked for its subsidiaries, all Florida corporations, effective April 1, 1999. The corporation filed an annual report on a timely basis, not realizing that it needed to register prior to beginning business there. As soon as the annual report was returned to us because of the lack of registration (three days ago), we began gathering the necessary documents in order to become compliant.

The fact that the corporation attempted to file the annual return (of which it was aware due to the fact it also filed on behalf of its Florida subsidiaries) shows its intent to be compliant. Please accept the return and the accompanying check and Certificate of Existence as being filed in a timely manner. We request the abatement of any penalties due as we have shown good faith in our attempt to be compliant.

Sincerely yours,

Carol-Ann Schwartz, CPA  
Tax Manager

Enclosures

99 JUN 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304  
FILED