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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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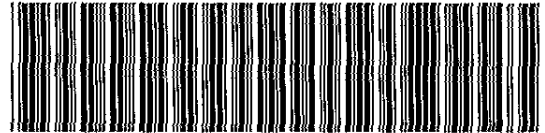
(Business Entity Name)

(Document Number)

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Resolution
adopting Alternative
None -

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BODKER, RAMSEY & ANDREWS

A PROFESSIONAL CORPORATION
ATTORNEYS & COUNSELORS-AT-LAW

SUITE 615

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February 4, 2002

VIA FEDERAL EXPRESS

Ms. Michelle Milligan
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: The Health Care Group, Inc.

Dear Ms. Milligan:

Pursuant to our telephone conversation, we are re-submitting the original documents regarding Corporate Reinstatement for The Health Care Group, Inc. (of Georgia). In addition, we have reflected the name change from The Health Care Group, Inc. to The Health Care Group, Inc. (of Georgia). We have also enclosed a check in the total amount of \$185.00, representing the Amendment filing fee, and the annual filing fee for the 2003 Uniform Business Report. We would appreciate if you would file the following documents:

1. Corporate Reinstatement
2. Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business in Florida.

We would also appreciate it if you would return the enclosed copy of the Corporate Reinstatement documents, indicating that it has been received. A self-addressed, stamped envelope is provided.

Thank you for your cooperation. In the event you have any additional questions, please do not hesitate to contact us.

Very truly yours,

BODKER, RAMSEY & ANDREWS
A Professional Corporation


Candis Rosier
Litigation Paralegal

CDR:cr
Enclosure

cc: Walter Wildstein, M.D.
Mark Siskin, Esq.

H:\Clients\11051 Walter Wildstein\05 The Health Care Group\Letters\Feb 4 Letter to SOS.doc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Walter B. Wildstein do hereby certify
(Name)

that this Resolution of the Board of Directors of The Health Care Group, Inc.

(Corporate Name)

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

was duly adopted on February 7 2003

Be it resolved, that The Health Care Group, Inc.
(Corporate Name)

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

The Health Care Group, Inc. (of Georgia) for use in Florida.

Dated: February 7, 2003

Walter B. Wildstein
Signature of either Chairman, Vice Chairman or any officer

Walter B. Wildstein, President
Type or print name