

119900001525
ARNALL GOLDEN & GREGORY, LLP
2870 ONE ATLANTIC CENTER
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TELEPHONE (404) 873-8500 • FACSIMILE (404) 873-8501

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WRITER'S DIRECT DIAL NUMBER
(404) 870-5758
WRITER'S DIRECT DIAL FACSIMILE
(404) 873-8609

September 2, 1999

Via FedEx

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002981425--3
-09/08/99--01081--009
****140.00 ****140.00

Re: Foreign Application to Transact Business

500002981425--3
-09/20/99--01087--015
****145.00 ****145.00

Dear Sir or Madame:

To effect the qualification of Simione Central National, LLC, we deliver to you herewith the following documents:

1. The "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida";
2. The "Affidavit of Membership and Contributions of a Foreign Limited Liability Company";
3. The "Certificate of Designation of Registered Agent/Registered Office";
4. A Good Standing Certificate from the State of Georgia; and
5. A check in the amount of \$140.00 that represents the filing fee.

We respectfully request that you file the enclosed application and issue a Certificate of Authority to Transact Business to Simione Central National, LLC. Please return evidence of the filing in the self-addressed FedEx envelope enclosed.

FILED
SEP 24 PM 3:00
TALLAHASSEE, FL

1199-1525

Name	AL 9-29
Availability	
Document	AL
Examiner	
Editor	AL
Proof	AL
Writing	AL
Approval	AL
W. P. [Signature]	

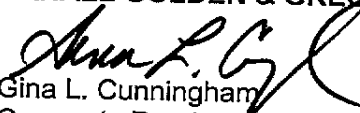
ARNALL GOLDEN & GREGORY, LLP

Department of State
September 2, 1999
Page 2

If you have any questions regarding the enclosed documents or require additional information, please contact the undersigned at the above listed number.

Sincerely,

ARNALL GOLDEN & GREGORY, LLP


Gina L. Cunningham
Corporate Paralegal

GLC:tbm
Enclosures

cc: Sherman A. Cohen, Esq.
Mr. Reid Horovitz

FILED
SEP 24 PM 5:00
SEP 24 1999
U.S. DEPT. OF STATE

ARNALL GOLDEN & GREGORY, LLP

2800 ONE ATLANTIC CENTER
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WRITER'S DIRECT DIAL NUMBER
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(404) 873-8609

September 17, 1999

Via FedEx

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Foreign Application to Transact Business

Dear Sir or Madame:

To effect the qualification of Simlone Central National, LLC, we deliver to you herewith the following documents:

1. Rejection Letter dated September 14, 1999, requesting additional filing fees and corrected information in item 8 of the application;
2. The "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida";
3. The "Affidavit of Membership and Contributions of a Foreign Limited Liability Company";
4. The "Certificate of Designation of Registered Agent/Registered Office";
5. A Good Standing Certificate from the State of Georgia; and
6. A 2nd check in the amount of \$145.00 that represents the balance of the filing fee that is owed.

We respectfully request that you file the enclosed application and issue a Certificate of Authority to Transact Business to Simlone Central National, LLC. Please return evidence of the filing in the self-addressed FedEx envelope enclosed.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 1999

GINA CUNNINGHAM
ARNALL GOLDEN & GREGORY, LLP
1201 WEST PECHTREE STREET
ATLANTA, GA 30309-3450

SUBJECT: SIMIONE CENTRAL NATIONAL, LLC
Ref. Number: W99000021115

We have received your document for SIMIONE CENTRAL NATIONAL, LLC and check(s) totaling \$140.00 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

The individuals listed in part 8 of the application must be titled manager or managing member.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 299A00045222

FILED
SEP 21 PM 5:00
SEP 21 PM 5:00
SEP 21 PM 5:00

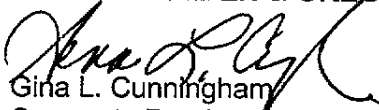
ARNALL GOLDEN & GREGORY, LLP

Department of State
September 2, 1999
Page 2

If you have any questions regarding the enclosed documents or require additional information, please contact the undersigned at the above listed number.

Sincerely,

ARNALL GOLDEN & GREGORY, LLP


Gina L. Cunningham
Corporate Paralegal

GLC:tbm

Enclosures

cc: Sherman A. Cohen, Esq.
Mr. Reid Horovitz

FILED
SEP 24 PM 5:00
SEP 24 1999
U.S. DEPT. OF STATE

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Simione Central National, LLC

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Georgia

3. 58-226-9501

(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4/15/98

5. perpetual

(Date of Organization)

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon date of filing application

(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 6600 Powers Ferry Road

Atlanta, Georgia 30339

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

SC Holding, Inc.

6600 Powers Ferry Rd.

Atlanta, GA 30339

Barrett C. O'Donnell

6600 Powers Ferry Rd.

Atlanta, GA 30339

Reid Horovitz

6600 Powers Ferry Rd.

Atlanta, GA 30339

MGR

MGRM

MGRM

George M. Hare

6600 Powers Ferry Rd.

Atlanta, GA 30339

MGRM

FILED
SEP 24 PM 5:09
CLERK OF DISTRICT COURT
JANUARY 10 2000


9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Simione Central National, LLC

_____ certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Reid Horovitz, Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Simione Central National, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Dale W. Morris

(Signature)

DALE W. MORRIS
ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

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

DOCKET NUMBER : K92441099
CONTROL NUMBER : K813909
DATE INC/AUTH/FILED: 04/15/1998
JURISDICTION : GEORGIA
PRINT DATE : 09/01/1999
FORM NUMBER : 211

ARNALL GOLDEN & GREGORY
ATTN: GINA L. CUNNINGHAM
1201 W. PEACHTREE ST 1201 W P'TREE ST
ATLANTA, GA 30309

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SIMIONE CENTRAL NATIONAL, LLC
A GEORGIA LIMITED LIABILITY COMPANY

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.



Cathy Cox

Cathy Cox
Secretary of State