

P24805

LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

JUDY J. ALLEN
SENIOR LEGAL ASSISTANT
(404) 817-6173

400 COLONY SQUARE
SUITE 2200
1201 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30361
TELEPHONE (404) 817-6000
TELECOPIER (404) 817-6050

OTHER OFFICES:
Charleston, South Carolina
Charlotte, North Carolina
Columbia, South Carolina
Florence, South Carolina
Greenville, South Carolina
Myrtle Beach, South Carolina

February 10, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002086521--7
-02/13/97-01022--005
*****35.00 *****35.00

RE: Application for Amended Authority for WelCare Management Services, Inc.
Nelson Mullins Riley & Scarborough, L.L.P. File No.: 04858.9000

Dear Sir/Madam:

Enclosed is an original and one (1) conformed copy of an Application to file Amendment to Certificate of Authority for filing on behalf of WelCare Management Services, Inc., a Georgia corporation, which changed its name to Dolphins View Management Corporation, effective November 8, 1996. Also enclosed is our check in the amount of \$35.00 in payment of the filing fee.

If you should have any questions, please telephone the undersigned.

Very truly yours,

Judy Allen
Judy J. Allen
Senior Legal Assistant

JJA:jwd
enclosures

~~LET-3454~~
FILED
97 MAR 17 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/18
NC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1997

Judy J. Allen
Nelson Mullins Riley & Scarborough
1201 Peachtree St., NE, Suite 2200
Atlanta, GA 30361

SUBJECT: WELCARE MANAGEMENT SERVICES, INC.
Ref. Number: P24805

We have received your document for WELCARE MANAGEMENT SERVICES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 997A00008593

LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

JUDY J. ALLEN
SENIOR LEGAL ASSISTANT
(404) 817-6173

FIRST UNION PLAZA
SUITE 1400
999 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309
TELEPHONE (404) 817-6000
TELECOPIER (404) 817-6050

OTHER OFFICES:
Charleston, South Carolina
Charlotte, North Carolina
Columbia, South Carolina
Florence, South Carolina
Greenville, South Carolina
Myrtle Beach, South Carolina

March 11, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: WelCare Management Services, Inc. Name Change
Our File No.: 04858/9001

Dear Sir/Madam:

Enclosed are the following documents:

1. Previous correspondence from your office dated February 18, 1997;
2. Application by Foreign Corporation to File Application for Amended Authority, duplicate originals; and
3. Certified copy of the Certificate of Name Change Amendment from the Secretary of State of Georgia, evidencing the new name of the corporation, Dolphins View Management Corporation.

It is our understanding that your office retained the filing fee of \$35.00. If everything appears to be in order, please file the enclosed application and forward evidence to me at the above address. Please let me know if you have any questions.

Very truly yours,


Judy J. Allen
Senior Legal Assistant

Enclosures

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
97 MAR 17 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. WelCare Management Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: June 16, 1989

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

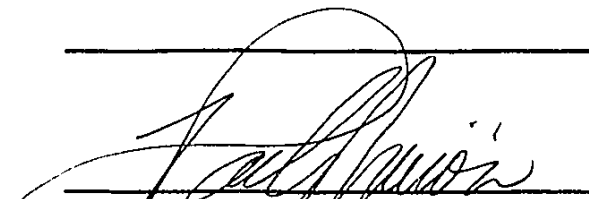
November 8, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Dolphins View Management Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



Signature
Name and Title

Paul A. Quiros, Asst. Secretary

2-5-97

Date

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

DOCKET NUMBER : 970700583
CONTROL NUMBER : 8910720
DATE INC/AUTH/FILED : 05/30/1989
JURISDICTION : GEORGIA
PRINT DATE : 03/11/1997
FORM NUMBER : 215

NELSON, MULLINS, RILEY & SCARBOROUGH
JUDY ALLEN
1201 PEACHTREE STREET, N.E., SUITE 2200
ATLANTA, GA 30361

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

DOLPHINS VIEW MANAGEMENT CORPORATION
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey

Lewis A. Massey
Secretary of State

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 963380088
CONTROL NUMBER: 8910720
EFFECTIVE DATE: 11/08/1996
REFERENCE : 0064
PRINT DATE : 12/03/1996
FORM NUMBER : 611

NELSON MULLINS RILEY & SCARBOROUGH
JUDY J. ALLEN
1201 PEACHTREE STREET, STE. 2200
ATLANTA GA 30361

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

WELCARE MANAGEMENT SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

DOLPHINS VIEW MANAGEMENT CORPORATION

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE



963382088

8910720
963380069

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WELCARE MANAGEMENT SERVICES, INC.

I

The name of the corporation is WELCARE MANAGEMENT SERVICES, INC.

II

Article One of the Articles of Incorporation of WelCare Management Services, Inc. is amended to read as follows:

ONE

The name of the corporation is Dolphins View Management Corporation.

All other provisions of the Articles of Incorporation shall remain in full force and effect.

III

This amendment was duly adopted on November 6, 1996 by the board of directors in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer this 8th day of November, 1996.

WELCARE MANAGEMENT SERVICES,
INC.

By: 

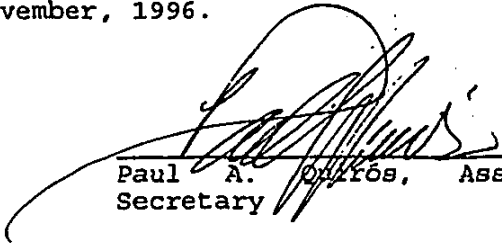
Paul A. Quiros, Assistant
Secretary

SECRETARY OF STATE
NOV 8 4 21 PM '96
BSR (1)

**OFFICER'S CERTIFICATE
REGARDING REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME**

The undersigned hereby certifies that a request for publication of a notice of intent to file articles of amendment of WELCARE MANAGEMENT SERVICES, INC., a Georgia corporation, and payment therefor has been made as required by Section 14-2-1006.1 of the Official Code of Georgia Annotated.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and seal this 8th day of November, 1996.


Paul A. O'Leary, Assistant
Secretary

(SEAL)

SECRETARY OF STATE
Nov 8 4 21 PM '96
BSR (1)