



Prentice Hall Legal & Financial Services

ATTN: (404) 223-495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

<u>Managers Services Inc.</u>	21 FEB - 1 12:12

<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Name Reservation
<input type="checkbox"/> Change of Registered Agent	<input type="checkbox"/> Name Registration
<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Non-Profit/Articles of Incorporation
<input type="checkbox"/> Domestication	<input type="checkbox"/> Other _____
<input type="checkbox"/> Fictitious Business Name	<input type="checkbox"/> Profit/Articles of Incorporation
<input checked="" type="checkbox"/> Foreign - Profit	<input type="checkbox"/> Reinstatement
<input type="checkbox"/> Foreign - Non-Profit	<input type="checkbox"/> Resignation of R.A., Off/Dir
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Trademark
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> UCC/Filing 1 _____
<input type="checkbox"/> Mtr. Veh. _____	<input type="checkbox"/> UCC/Filing 3 _____

<input type="checkbox"/> Certified Copy _____	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Photocopy _____	<input type="checkbox"/> Good Standing
<input type="checkbox"/> Corporate Print-Out	<input type="checkbox"/> R.A., Off/Dir Search
<input type="checkbox"/> Fictitious/Owner Search	

(X) Walk in () Call if Problem () Will Wait (X) Pick up 2-1 11Am
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Bon BY: Amy J.
BRANCH RECEIVING: PC BY: Andree
REF/JOB # 126-95-02827
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: MAIL FAX FED EXP.
FILED:
SENT TO: BRANCH ☒ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	<u>70.00</u>
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

JOB No. 1269502827

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Manapro Services, 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. Massachusetts

(State or country under the law of which it is incorporated)

3. 04-3257248

(FEI number, if applicable)

4. January 1, 1995

(Date of Incorporation)

5. Perpetual

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

6. XXXXXXXXXXXX January 1, 1995

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

7. 43 Bowdoin Street

Boston, MA 02114

(Current mailing address)

8. To provide management and other services to practices of psychiatrists,

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
physicians and other healthcare professionals; and any other lawful
business activity.

9. **Name and street address of Florida registered agent:**

Name: Jeffrey Budnick

Office Address: 750-3 Coco Plum Circle

Plantation

33324

Florida, 33324
(Zip Code)

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.

Jeffrey Budnick
(Registered agent's signature)

Jeffrey Budnick

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Timothy F. Connor

Address: 45 Windy Hill Road
Cohasset, MA 02025

Director: Michael J. Scher

Address: 8418 Yucca Trail
Los Angeles, CA 90046

B. OFFICERS

President: Michael J. Scher

Address: 8418 Yucca Trail
Los Angeles, CA 90046

Chief Executive Officer: ~~Michael J. Scher~~ Timothy F. Connor

Address: 45 Windy Hill Road
Cohasset, MA 02025


Clerk: ~~Secretary~~ Timothy F. Connor

Address: 45 Windy Hill Road
Cohasset, MA 02025

Treasurer: Michael J. Scher

Address: 8418 Yucca Trail
Los Angeles, CA 90046

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. Timothy F. Connor, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

SECRET
1-12-1963



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

January 31, 1995

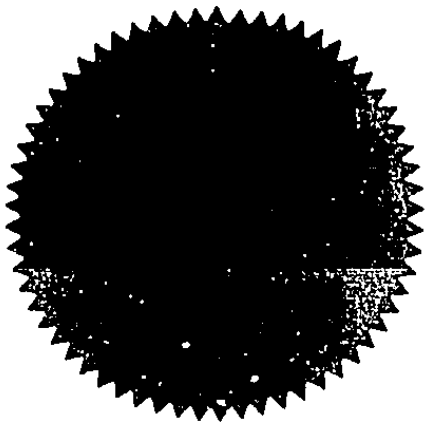
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Manapro Services, Inc.

is a domestic corporation organized on January 1, 1995, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This certificate is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

JBM

RECEIVED
SECRETARY OF THE COMMONWEALTH
55 FEB - 1 AM 11:13