

F97000006829

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HealthSecure, Inc.

(Name of corporation - must include suffix)

500002333735--0
-10/30/97--01044--007
****131.25 ****131.25

Dear Sir or Madam:

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.

W 97-24733

Please return all correspondence concerning this matter to the following:

500002333735--0
-12/16/97--01018--005
****665.00 ****665.00

Michael A. Suhadolnik

(Name of Person)

HealthSecure, Inc.

(Firm/Company)

100 DeBartolo Place, Suite 100

(Address)

Boardman, Ohio 44512

(City/State/Zip)

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

AnnaMarie Napolitan

(Name of Person)

at (330) 726-8424

(Area Code & Daytime Telephone Number)

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12/24

COURIER 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



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: December 22, 1997

RE: Health Secure, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1996 of \$165.00 and foreign non-qualified penalties of \$ 500.00 assessed at the statutory minimum and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1997

MICHAEL A SUHADOLNIK
HEALTHSECURE, INC.
100 DEBARTOLO PLACE, STE 100
BOARDMAN, OH 44512

SUBJECT: HEALTHSECURE, INC.
Ref. Number: W97000024733

We have received your document for HEALTHSECURE, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1165.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 397A00052751

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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. HealthSecure, 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. Ohio 3. 34-1837313
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6-05-96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10-1-96
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 DeBartolo Place, Suite 100
Boardman, Ohio 44512
(Current mailing address)

8. Clinical Staffing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

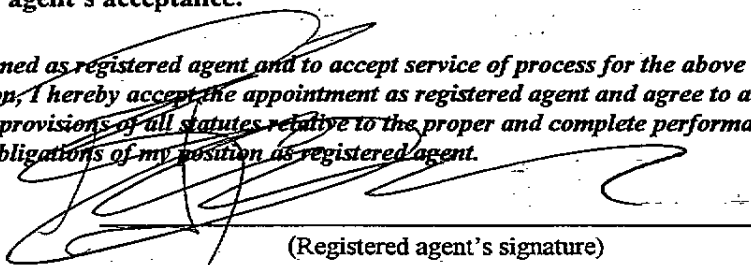
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Raul J. Sanchez de Varona

Office Address: 1333 S. Miami Avenue, Suite ~~100~~ 303
Miami, Florida, 33130
(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.


(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Richard Kalapos

Address: 112 Clubhouse Circle

West Middlesex, PA 16159

Vice President: David Lockshaw

Address: 84 Red Grouse

Youngstown, Ohio 44515

Secretary: John DelliQuadri Secretary/Treasurer

Address: 5466 Logan Arms Drive

Girard, Ohio 44420

Treasurer: Michael A. Suhadolnik Assistant Secretary/Treasurer

Address: 100 DeBartolo Place, Suite 100

Boardman, Ohio 44512

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. Michael A. Suhadolnik Assistant Secretary/Treasurer

(Typed or printed name and capacity of person signing application)

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.



I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show HEALTHSECURE, INC., an Ohio Corporation, Charter No. 943236, principal location in Youngstown, County of Mahoning, incorporated on June 5, 1996, is currently in GOOD STANDING upon the records of this office.

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WITNESS my hand and official seal at Columbus, Ohio this 11th day of September, A.D. 1997

Bob Taft

Bob Taft
Secretary of State