

# F96 000000 820

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Medicon, Inc. d/b/a MEDICON  
(Name of corporation - must include suffix)

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.

Please return all correspondence concerning this matter to the following:

700001689547  
-01/26/96--01087--001  
\*\*\*131.25 \*\*\*131.25

TINA R. TAEF  
(Name of Person)

MEDICON, INC.  
(Firm/Company)

40 SKOKIE Blvd., SUITE 500  
(Address)

NORTHBROOK IL 60062  
(City/State/Zip)

CJ96-2132

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB 19 AM 10:54

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

TINA R. TAEF at ( 708 ) 339-6564  
(Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
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



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

January 29, 1996

TINA R. TAFF  
MEDICON, INC.  
40 SKOKIE BLVD., STE. 500  
NORTHBROOK, IL 60062

SUBJECT: MEDICON, INC.  
Ref. Number: W96000002132

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 19 AM 10:54

We have received your document for MEDICON, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

It appears that your corporate name is available for use in Florida. If you wish to transact business in our state by any name other than your legal corporate name, you must file a fictitious name application. It is a separate filing with separate fees. Please find an application enclosed for your convenience.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 296A00003723

**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. Medicon, 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. IL  
(State or country under the law of which it is incorporated)

3. 36-3692630  
(FEI number, if applicable)

4. 12/26/89  
(Date of Incorporation)

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

6. Upon Qualification  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 40 Skokie Boulevard, Suite 500  
Northbrook IL 60062  
(Current mailing address)

8. A vendor to HMOs using free-standing imaging centers  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 19 AM 10:54

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

Name: CT Corporation System

Office Address: 1200 S. Pine Island Rd

Plantation, 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.*

Adrienne M. Jacklin  
(Registered Agent's signature)  
Adrienne M. JACKLIN, Assistant Secy.

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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: CARL R. Adkins, M.D.,

Address: 930 Gloucester Crossing, Lake Forest, IL 60045

Vice Chairman: Peter Castleman

Address: 10 Huckleberry Hill Rd.

New Canaan, CT 06840

Director: Alan H. Spira, M.D., M.H.

Address: 266 Vine St.

Highland Park IL 60035

Director: Mitchell Blutt, M.D.

Address: 57E. 90th St.

New York, NY 10128

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

President: Carl Adkins, M.D.

Address: 930 Gloucester Crossing

Lake Forest IL 60045

Vice President: Brad Keller

Address: 313 E. Scranton

Lake Bluff IL 60044

Secretary: Lawrence Rubinstein

Address: 540 Dundee Rd

Glencoe IL 60022

Treasurer: Mark Richards

Address: 410 Skokie Blvd., Northbrook IL 60062 (relocating)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 19 4 10:54

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carl R. Adkins, M.D. President/CEO  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CARL R. Adkins, President & CEO  
(Typed or printed name and capacity of person signing application)

ADDENDUM  
ADDITIONAL OFFICERS AND DIRECTORS OF MEDICON, INC.

<u>NAME</u>	<u>TITLE/POSITION</u>	<u>COMPANY AFFILIATION</u>
James E. Zechman 197 Hazel Highland Park, IL 60035	Principal Marketing Officer	Medicon, Inc.
Patrick Sager 200 N. Arlington Heights Rd., Apt. 702 Arlington Heights, IL 60004	Chief Information Officer	Medicon, Inc.
Denise Thomas 3406 W. 83rd St. Woodridge, IL 60517	Vice President, Operations	Medicon, Inc.
Jeffrey R. Jay, M.D. 39 Rock Ridge Avenue Greenwich, CT 06831	Member - Board of Directors MEDICON	J.H. Whitney & Co. 177 Broad Street Stamford, CT 06901
Jonas L. Steinman 1520 York Avenue, #23B New York, NY 10028	Member - Board of Directors MEDICON	Chemical Venture Partners 270 Park Ave., 5th Fl. New York, NY 10017-2070

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 19 AM 10:54

File Number 5578-201-6

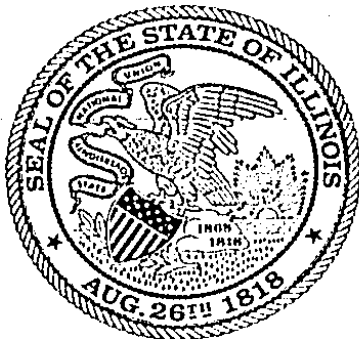


FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 96 FEB 19 AM 10:

**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois, do hereby certify that*

**MEDICON, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 26, 1989, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS\*\*\***



*In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* 13TH *day of* FEBRUARY *A.D., 19* 96

*George H Ryan*  
 SECRETARY OF STATE

# MEDICON

THE MEDICAL RESOURCE MANAGEMENT COMPANY

# F96000000820

June 4, 1996

400001856234  
-06/07/96--01082--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Amendment Section  
Division of Corporation  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

96 JUN -7 AM 8:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed you will find the following items necessary to effect a name change for a foreign profit corporation:

1. Completed Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida.
2. Certified Copy of the Amendment to the Articles of Incorporation changing the name from Medicon, Inc. to UtiliMed, Inc.
3. Filing fees totaling \$87.50 (\$35.00 filing fee and \$52.50 Certified Copy fee)

If you have any questions, please do not hesitate to contact me at (847) 559-6565.

Sincerely,



Linda Nelson Pedersen, J.D.  
Office of General Counsel

LNP:dlf  
Enclosures

N/C

VC JUN 18 1996

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED  
MAY-7 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. MEDICON, INC.  
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. 2-19-96  
Incorporated under laws of Date authorized to do business in Florida

**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? MAY 24<sup>TH</sup> 1996
5. UtiliMed, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

Lawrence Rubinstein  
Signature

5-29-96  
Date

Lawrence Rubinstein

Typed or printed name

Secretary

Title



File Number

5578-201-6

**State of Illinois**  
**Office of**  
**The Secretary of State**

**Whereas,** ARTICLES OF AMENDMENT TO THE ARTICLES OF  
INCORPORATION OF

MEDICON, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22<sup>ND</sup> day of MAY A.D. 19<sup>96</sup> and of the Independence of the United States the two hundred and 20<sup>TH</sup>



*George H Ryan*

Secretary of State

Form **BCA-10.30**  
(Rev. Jan. 1991)

# ARTICLES OF AMENDMENT

File # 5578-201-6

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-8961

**SUBMIT IN DUPLICATE**

# FILED

# PAID

MAY 22 1996

MAY 22 1996

**GEORGE H. RYAN  
SECRETARY OF STATE**

This space for use by  
Secretary of State

Date 5/22/96  
Franchise Tax  
Filing Fee  
Penalty 25.00

Approved: JHR

Permit payment in check or money  
order, payable to "Secretary of State."

CORPORATE NAME: Medicon, Inc.

(Note 1)

## MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on May 17

19 96 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.18, shares having been issued by shareholder action not being required for the adoption of the amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

### (INSERT AMENDMENT)

ny article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name  
**RESOLVED**, that the Articles of Incorporation be amended to read as follows: **RESOLVED**, that the Articles of  
Incorporation be amended as follows: "ARTICLE ONE: The name of the corporation is  
**UtiliMed, Inc.** "

(NEW NAME)

JHR

All changes other than name, include on page 2  
(over)

# EXPEDITED

MAY 22 1996

**SECRETARY OF STATE**

3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 17, 1996 Medicon, Inc.  
(Exact Name of Corporation)  
 attested by [Signature] by [Signature]  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
Lawrence Rubinstein - Secretary Carl H. Adkins - President  
(Type or Print Name and Title) (Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, 19 \_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**EXPEDITED**

MAY 22 1996

SECRETARY OF STATE

**EXPEDITED**  
SECRETARY OF STATE

MAY 29 1996

EXP. FEES 25.00  
COPY - CERT. 10.00



Office of the Secretary of State  
I hereby certify that this is a true and correct copy, consisting of three pages, as taken from the original on file in this office.

*George H. Ryan*

GEORGE H. RYAN  
SECRETARY OF STATE

DATED: May 29 1996  
BY: Julie J. [Signature]