

F 96000005401

Document Number

CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300001977673--8
-10/16/96--01100--001
****270.00 ****270.00

W96-21983

Medical Alliance, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of T.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |
| <input type="checkbox"/> Mail Out | | |

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LC
10/17

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/16/96

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

C T CORPORATION SYSTEM

SUBJECT: MEDICAL ALLIANCE, INC.
Ref. Number: W96000021983

We have received your document for MEDICAL ALLIANCE, INC. and your check(s) totaling \$270.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you have selected as an alternative name is not available; so therefore you would need to adopt another alternate name.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 796A00047453

*please
backdate
thanks!*

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CERTIFIED COPY OF RESOLUTION

**CORPORATION ADOPTING A FICTITIOUS NAME FOR USE
IN THE STATE OF FLORIDA**

I, THE UNDERSIGNED Mark Novy, DO HEREBY
CERTIFY THAT THE FOLLOWING IS A TRUE, COMPLETE AND CORRECT COPY OF A
CERTAIN RESOLUTION OF THE BOARD OF DIRECTORS OF MEDICAL ALLIANCE, INC., A
CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF
TEXAS, WHICH RESOLUTION WAS DULY ADOPTED AT A DULY
CALLED MEETING OF THE SAID BOARD, HELD ON October 14 19 96, A
QUORUM BEING PRESENT, AND IS SET FORTH IN THE MINUTES OF THE SAID MEETING;
THAT I AM THE KEEPER OF THE CORPORATE SEAL AND OF THE MINUTES AND RECORDS
OF THIS CORPORATION; AND THAT THE SAID RESOLUTION HAS NOT BEEN RESCINDED
OR MODIFIED:

"RESOLVED THAT MEDICAL ALLIANCE, INC.,
ORGANIZED AND EXISTING IN THE STATE OF TEXAS,
HEREBY ADOPTS THE NAME MAI OF TEXAS, INC.
FOR USE IN THE STATE OF FLORIDA FOR ALL PURPOSES; AND
FURTHER RESOLVED THAT THE OFFICERS OF THE CORPORATION
ARE AUTHORIZED AND DIRECTED TO TAKE ALL STEPS THAT THEY
DEEM NECESSARY AND APPROPRIATE TO QUALIFY THE CORPORATION
TO DO BUSINESS WITHIN THE STATE OF FLORIDA UNDER THE NAME
OF MAI OF TEXAS, INC.; AND
RESOLVED FURTHER THAT ALL ACTIVITIES AND BUSINESS OF THE
CORPORATION WITHIN THE STATE OF FLORIDA SHALL BE CARRIED
OUT UNDER THE NAME MAI OF TEXAS, INC."

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED
THE SEAL OF THE SAID CORPORATION, ON THIS THE 14TH DAY OF
October 19 96

Mark Novy
Secretary

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Medical Alliance, 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. Texas
(State or country under the law of which it is incorporated)
3. 73-1347577
(FEI number, if applicable)
4. June 14, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. XXXXXXXXXXXXX October 30, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 2445 Gateway Drive, Suite 150, Irving, Texas 75063

(Current mailing address)
8. Provider of mobile surgical procedures
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Randy A. Shelley
(Registered agent's signature) (Officer)
RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY

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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: Paul R. Herchman

Address: 2445 Gateway Drive, Suite 150
Irving, Texas 75063

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Mark Novy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Novy, Secretary
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Medical Alliance, Inc.**

1. Paul R. Horchman
2445 Gateway Drive, Suite 150
Irving, Texas 75063
2. David A. Kallenberger, M.D.
2445 Gateway Drive, Suite 150
Irving, Texas 75063
3. Leon Pritzker
2445 Gateway Drive, Suite 150
Irving, Texas 75063
4. Thomas A. Montgomery
2445 Gateway Drive, Suite 150
Irving, Texas 75063
5. Leo Lopez
2445 Gateway Drive, Suite 150
Irving, Texas 75063
6. Morris G. Moreland
2445 Gateway Drive, Suite 150
Irving, Texas 75063
7. Jim Silock
2445 Gateway Drive, Suite 150
Irving, Texas 75063

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Medical Alliance, Inc.**

1. Paul R. Horchman, CEO/President
2445 Gateway Drive, Suite 150
Irving, Texas 75063
2. David A. Kallenberger, M.D., Medical Director
2445 Gateway Drive, Suite 150
Irving, Texas 75063
3. Kevin D. O'Brien, Sr. VP - Sales, Marketing and Operations
2445 Gateway Drive, Suite 150
Irving, Texas 75063
4. Michael G. Wallace, Sr. VP/CFO/Treasurer
2445 Gateway Drive, Suite 150
Irving, Texas 75063
5. Mark Novy, Controller/Secretary
2445 Gateway Drive, Suite 150
Irving, Texas 75063

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

MEDICAL ALLIANCE, INC.
CHARTER NO. 1117152

were filed in this office and a certificate of incorporation was issued on
JUNE 14, 1989;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on October 14, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

DAE