

F00000004838

R. LAWRENCE WARD
J. HARLAN STAMPER*
GEORGE E. LEONARD
WILLIAM B. PRUGH*
PERRY M. TOLL
THOMAS F. FISHER
THOMAS G. KOKORUDA
JACK I. CAMPBELL
JOHN M. KILROY, JR.
TIMOTHY D. O'LEARY
ROY BASH
STEVEN H. GOODMAN
DENNIS D. PALMER
WILLIAM E. QUIRK
JENNIFER GILLE BACON
W. TERRENCE KILROY
WILLIAM L. YOCUM
STEVEN D. RUSE*
ROBERT A. HENDERSON
JOHN S. CONNER
ROBERT E. FITZGERALD, JR.
P. JOHN BRADY*
JACOB W. BAYER, JR.
RUSSELL S. JONES, JR.
BRADLEY J. BAUMGART
G. STEPHEN LONG*
JOHN D. PHILLIPS*
HOWARD B. GELT*
MICHAEL A. SABIAN*
ROBERT T. SCHENDEL*

OF COUNSEL
JOHN M. KILROY
DONALD L. SHUGHART
THOMAS J. LEITHEM
BEN L. GUENTHER
WILLIAM V. NORTH*
ROBERT R. RAYMOND
CLAUDIA J. YORK
MALCOLM A. LITMAN

NORRIS E. GREER
DAVID L. McMURRAY
DANIEL T. MURPHY
JOEL R. MOSHER
GREGORY M. BENITZ
PHILIP W. BLEDSOE
ANTHONY F. RUFF*
JUDITH S. HESTER
JOHN S. BLACK
RANDAL L. SCHULTZ*
TOMMY W. TAYLOR
GREGORY L. MUSIL*
MARK A. OLTHOFF
DAVID B. PURSELL
LAWRENCE A. SWAIN*
EUGENE R. COMMANDER**
DAVID N. ZIMMERMAN
JOHN S. SCHMIDT**
THOMAS J. O'NEAL
JOHN R. CLEARY
GERALD M. KRAAB*
KAREN J. HALBROOK*
G. WILLIAM QUATMAN
MARK E. BROWN**
JAMES C. SULLIVAN
ANDREW L. McMULLEN*
MICHAEL B. SHTEAMER
SHERYL FEUTZ-HARTER
SCOTT E. VINCENT*
GREG J. MERMIS*

LAW OFFICES
**SHUGHART
THOMSON
& KILROY**

A Professional Corporation

Twelve Wyandotte Plaza
120 West 12th Street
Kansas City, MO 64105
(816) 421-3355
FAX (816) 374-0509

HENRY M. SHUGHART (1897-1962)
HARRY P. THOMSON, JR. (1917-1988)
WILLIAM P. ECKELS (1946-1987)

THOMAS W. GRAY
KURT D. TILTON*
RICARDO E. FONTO*
CHRISTOPHER F. PICKERING*
JOSEPH J. MELLON**
ALAN J. SCHMITZ**
ROBIN L. BEATTIE**
MICHAEL ELBEIN
KENT R. ERICKSON**
LYNN DEAL COCKLE
RICHARD E. LENZA
CYPRIENNE SIMCHOWITZ
JONATHAN K. MCCOY*
BRIAN T. HOWES
DONALD L. FITTS**
LARRY DAVID FIELDS*
KATHLEEN A. HARDES*
CHRISTOPHER J. MOLZEN
CHRISTINE M. GRAHAM*
ANDREW M. D'AMORE*
TERRI ROBERTS MUNSELL*
DOUGLAS S. NEVILLE
AMY JUREVIC SOKOL
HEATHER A. SUVE*
RICHARD M. PAUL III*
DANIEL D. OWEN*
JULIE A. ELSTON*
MICHAEL D. TEXTOR
KAREN M. GLEASON*
ANNE E. POPPER*

JAMEE MAURER KLEIN*
MAUREEN A. MANNON*
PATRICK T. SMITH*
DONALD E. MAXWELL*
THOMAS A. ROTTINGHAUS*
HEATHER R. HAMILTON*
ERIC F. BROUCEK**
JONATHAN H. GREGOR**
G. EDGAR JAMES
AMY E. MORGAN*
KRISTIN N. COSTA*
CYNTHIA TREADWELL-MILLER**
LYNN HOWERTON
DAVID M. KIGHT**
MICHAEL K. POST
BENJAMIN F. EVANS
CHAD E. HANSEN*
BRETT W. ROLDAL*
KERRI S. REISDORFF*
ERIN E. DEAN**
GENNARO M. D'SANTIS**
JAMES M. HUMPHREY
MARCIA I. RODGERS**
CHERYL L. BURBACH
MARK L. KLEYFASH
TERESA ANDERSON*
BRIAN R. REYNOLDS**
CARLOS E. LEWIS
NICK I. KURT
MATTHEW A. CULP

DENNIS A. CRAWFORD, PATENT AGENT
* ADMITTED IN MISSOURI & KANSAS
** ADMITTED IN KANSAS
+ ADMITTED IN COLORADO & MISSOURI
** ADMITTED IN COLORADO
** ADMITTED IN MISSOURI, KANSAS & COLORADO
PATENT BAR MEMBER
ALL OTHERS ADMITTED IN MISSOURI

November 29, 2000

Florida Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: HPS Acquisition, Inc.

Dear Sir or Madam:

Enclosed herein please find the original and one copy of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for the above referenced entity. Also enclosed please find our firm's check in the amount of \$35.00 to cover the filing fee. Please file the enclosed and return the file-stamped copy to my attention in the envelope provided.

Should you have any questions with respect to the enclosed, please do not hesitate to contact us.

Very truly yours,


JEANNINE R. CAMPBELL
Paralegal

JRC/kad
Enclosure

1022493.1

KANSAS CITY, MISSOURI • OVERLAND PARK, KANSAS • SPRINGFIELD, MISSOURI • DENVER, COLORADO

7000003495627-9
-12/11/00-01131-013
*****35.00 *****35.00

name change
LFS
6-14-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 JUN 13 PM 1:00

LAW OFFICES

SHUGHART THOMSON & KILROY

A Professional Corporation

Twelve Wyandotte Plaza
120 West 12th Street
Kansas City, MO 64105
(816) 421-3355
FAX (816) 374-0509

HENRY M. SHUGHART (1897-1962)
HARRY P. THOMSON, JR. (1917-1988)
WILLIAM P. BECKELS (1946-1987)

June 4, 2001

R. LAWRENCE WARD
J. HARLAN STAMPER*
GEORGE E. LEONARD
WILLIAM B. PRUGH*
PERRY M. TOLL
THOMAS F. FISHER
THOMAS G. KOKORUDA
JACK L. CAMPBELL
JOHN M. KILROY, JR.
TIMOTHY D. O'LEARY
ROY BASH
STEVEN H. GOODMAN
DENNIS D. PALMER
WILLIAM E. QUIRK
JENNIFER GILLES BACON
W. TERRENCE KILROY
WILLIAM L. YOCUM
STEVEN D. RUSE*
ROBERT A. HENDERSON
JOHN S. CONNER
ROBERT E. FITZGERALD, JR.
P. JOHN BRADY*
JACOB W. BAYER, JR.
RUSSELL S. JONES, JR.
BRADLEY J. BAUMGART
G. STEPHEN LONG*
JOHN D. PHILLIPS*
HOWARD B. GELT*
MICHAEL A. SABIAN*
ROBERT T. SCHENDEL*
NORRIS E. GREER
DAVID L. McMURRAY

DANIEL T. MURPHY
JOEL R. MOSHER
GREGORY M. BENTZ
PHILIP W. BLEDSOE
ANTHONY F. RUPE*
JUDITH S. HEETER
JOHN S. BLACK
RANDALL L. SCHULTZ*
TOMMY W. TAYLOR
GREG L. MUSIL*
MARK A. OLTHOFF
DAVID B. PURSELL
LAWRENCE A. SWAIN*
EUGENE R. COMMANDER**
DAVID N. ZIMMERMAN
JOHN S. SCHMIDT**
THOMAS J. O'NEAL
JOHN R. CLEARY
GERALD M. KRAAH*
KAREN J. HALBROOK*
G. WILLIAM QUATMAN
MARK E. BROWN**
KAREN R. GLICKSTEIN*
JAMES C. SULLIVAN
ANDREW L. McMULLEN*
MICHAEL B. SHTEAMER
SHERYL FEUTZ-HARTER
SCOTT E. VINCENT*
GREG J. MERMIS*
THOMAS W. GRAY
KURT D. TILTON*
RICARDO E. FORTG*

OF COUNSEL
JOHN M. KILROY
DONALD L. SHUGHART
THOMAS J. LEITHEM
BEN L. GUENTHER
WILLIAM V. NORTH*
ROBERT R. RAYMOND
CLAUDIA J. YORK
MALCOLM A. LITMAN

CHRISTOPHER F. PICKERING*
JOSEPH J. MELLON**
ALAN J. SCHMITZ**
ROBIN L. BEATTIE**
MICHAEL ELBERIN
KENT R. ERICKSON**
LYNN DEAN COCKLE
RICHARD A. OERTLE**
WILLIAM H. FISCHER**
RICHARD E. LENZA
CYPRIENNE SIMCHOWITZ
JONATHAN K. MCCOY*
BRIAN T. HOWES
DONALD L. PITTS**
LARRY DAVID FIELDS*
KATHLEEN A. HARDEE*
CAROL S. RAZNICK**
CARY MILLER
STEVEN G. BROWN*
CHRISTOPHER J. MOLZEN
CHRISTINE M. GRAHAM*
ANDREW M. DEMAREA*
TERRI ROBERTS MUNSELL*
DOUGLAS S. NEVILLE
AMY JUREVIC SOKOL
HEATHER A. SUVEY*
RICHARD M. PAUL III*
DANIEL D. OWEN*
JULIE A. ELSTON*
MICHAEL D. TEXTOR*
KAREN M. GLEASON*
JAMIE MAURER KLEIN*
MAUREEN A. MANNION*

PATRICK T. SMITH*
DONALD E. MAXWELL*
THOMAS A. ROTTINGHAUS*
HEATHER R. HAMILTON*
JONATHAN H. GREGOR**
G. EDGAR JAMES
AMY E. MORGAN*
KRISTIN N. COSTA*
LYNN HOWERTON
DAVID M. KIGHT*
MICHAEL K. POST
BENJAMIN F. EVANS*
CHAD E. HANSEN*
BRETT W. ROUBAL*
ERIN E. DEAN**
GENNARO M. DeSANTIS**
JAMES M. HUMPHREY
MARCIA J. RODGERS#
CHERYL L. BURBACH
MARK L. KLEYPAS#
TERESA ANDERSON*
BRIAN R. REYNOLDS*
HEATHER F. SHORE*
ERIN A. WEBBER
JENNIFER A. SCHAFFNER**
CARLOS E. LEWIS
NICK T. KURT*
MATTHEW A. CULP*
KYLE B. RUSSELL
SUSAN C. HASCALL*
HOLLY STREETER-SCHAEFER
MONICA M. FANNING*
TREY T. MEYER**

DENNIS A. CRAWFORD, PATENT AGENT

* ADMITTED IN MISSOURI & KANSAS
** ADMITTED IN KANSAS
+ ADMITTED IN COLORADO & MISSOURI
++ ADMITTED IN COLORADO
*** ADMITTED IN MISSOURI, KANSAS & COLORADO
PATENT BAR MEMBER
ALL OTHERS ADMITTED IN MISSOURI

Florida Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: HPS Acquisition, Inc.

Dear Sir or Madam:

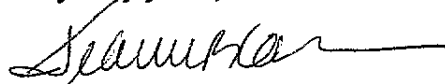
Pursuant to your notice dated April 12, 2001, enclosed herein please find an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, with attached Certificate of Fact from the State of Indiana.

It is my understanding that you now have the documentation necessary to file this Amendment.

Once the Amendment is filed, please return it to my attention in the envelope provided.

Should you have any questions with respect to the enclosed, or should my understanding be incorrect, please give me a call.

Very truly yours,


JEANNINE R. CAMPBELL
Paralegal

JRC/kad
Enclosure

1085960.1

KANSAS CITY, MISSOURI • OVERLAND PARK, KANSAS • SPRINGFIELD, MISSOURI • DENVER, COLORADO



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 2000

Jeannine R. Campbell
% Shughart Thomson & Kilroy
120 W. 12th Street, 12 Wyandotte Plaza
Kansas City, MO 64105

SUBJECT: HPS ACQUISITION, INC.
Ref. Number: F00000004838

We have received your document for HPS ACQUISITION, 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 (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 700A00062916

RECEIVED
APR 11 PM 2:31
DIVISION OF CORPORATIONS

LAW OFFICES

SHUGHART THOMSON & KILROY

A Professional Corporation

Twelve Wyandotte Plaza
120 West 12th Street
Kansas City, MO 64105
(816) 421-3355
FAX (816) 374-0509

HENRY M. SHUGHART (1897-1962)
HARRY P. THOMSON, JR. (1917-1988)
WILLIAM P. ECKELS (1946-1987)

April 5, 2001

R. LAWRENCE WARD
J. HARLAN STAMPER*
GEORGE E. LEONARD
WILLIAM B. FRUGN*
PERRY M. TOLL
THOMAS F. FISHER
THOMAS G. KOKORUDA
JACK L. CAMPBELL
JOHN M. KILROY, JR.
TIMOTHY D. O'LEARY
ROY BASH
STEVEN H. GOODMAN
DENNIS D. PALMER
WILLIAM E. QUIRK
JENNIFER GILLES BACON
W. TERRANCE KILROY
WILLIAM L. YOCUM
STEVEN D. RUSE*
ROBERT A. HENDERSON
JOHN S. CONNER
ROBERT E. FITZGERALD, JR.
P. JOHN BRADY*
JACOB W. BAYER, JR.
RUSSELL S. JONES, JR.
BRADLEY J. BAUMGART
G. STEPHEN LONG*
JOHN D. PHILLIPS**
HOWARD B. GELT**
MICHAEL A. SABIAN**
ROBERT T. SCHENDEL*
NORRIS E. GREER

OF COUNSEL
JOHN M. KILROY
DONALD L. SHUGHART
THOMAS J. LEITTEM
HEN L. GUENTHER
WILLIAM V. NORTH*
ROBERT R. RAYMOND
CLAUDIA I. YORK
MALCOLM A. LITMAN

DAVID L. McMURRAY
DANIEL T. MURPHY
JOEL R. MOSHER
GREGORY M. BENITZ
PHILIP W. BLUESOE
ANTHONY P. RUPP*
JUDITH S. HEETER
JOHN S. BLACK
RANDALL L. SCHULTZ*
TOMMY W. TAYLOR
GREGORY L. MUSIL*
MARK A. OLTHOFF
DAVID B. PURSELL
LAWRENCE A. SWAIN*
EUGENE R. COMMANDER**
DAVID N. ZIMMERMAN
JOHN S. SCHMIDT**
THOMAS J. O'NEAL
JOHN R. CLEARY
GERALD M. KRAA#
KAREN J. HALBROOK*
G. WILLIAM QUATMAN
MARK E. BROWN**
JAMES C. SULLIVAN
ANDREW L. McMULLEN*
MICHAEL B. SHIEAMER
SHERYL FEUTZ-HARTER
SCOTT E. VINCENT*
GREG J. MERRIS*
THOMAS W. GRAY
KURT D. TILTON*

RICARDO E. FONTO*
CHRISTOPHER F. PICKERING*
JOSEPH J. MELLON**
ALAN J. SCHMITZ**
ROBIN L. BEATTIE**
MICHAEL ELBERN
KENT R. ERICKSON**
LYNN DEAL COCKLE
RICHARD A. OERILL**
RICHARD E. LENZA
CYPRINE SIMCHOWITZ
JONATHAN K. MCCOY*
BRIAN T. HOWES
DONALD L. PITTS**
LARRY DAVID FIELDS*
KATHLEEN A. HARDEE*
CAROL S. RAZNICK**
CARY MILLER
CHRISTOPHER J. MOLZIN
CHRISTINE M. GRAHAM*
ANDREW M. DEMAREA*
TERRI ROBERTS MUNSELL*
DOUGLAS S. NEVILLE
AMY JUREVIC SOKOL
HEATHER A. SUVE*
RICHARD M. PAUL III*
DANIEL D. OWEN*
JULIE A. ELSTON*
MICHAEL D. TEXTOR*
KAREN M. GLEASON*
ANNE E. POPPER*
JAMIE MAURER KLEIN*

MAUREEN A. MANNION*
PATRICK T. SMITH*
DONALD E. MAXWELL*
THOMAS A. ROTTINGHAUS*
HEATHER R. HAMILTON*
JONATHAN H. GREGOR**
G. EDGAR JAMES
AMY E. MORGAN*
KRISTIN N. COSTA*
SUNAN C. HASCALL**
CYNTHIA TREADWELL-MILLER**
LYNN HOWERTON
DAVID M. KIGHT**
MICHAEL K. POST
BENJAMIN F. EVANS*
CHAD E. HANSEN*
BRETT W. ROUBAL*
KERRI S. REINDORFF*
ERIN E. DEAN*
GEORGE M. DeSANTIS**
JAMES M. HUMPHREY
MARCIA I. RODGERS#
CHERYL L. BURBACH
MARK L. KLEYPASH
TERESA ANDERSON*
BRIAN R. REYNOLDS**
HEATHER F. SHORE**
ERIN A. WEBER
JENNIFER A. SCHAFFNER**
CARLOS E. LEWIS
NICK J. KURT
MATTHEW A. CULP
KYLE B. RUSSELL

DENNIS A. CRAWFORD, PATENT AGENT
* ADMITTED IN MISSOURI & KANSAS
** ADMITTED IN KANSAS
+ ADMITTED IN COLORADO & MISSOURI
** ADMITTED IN COLORADO
** ADMITTED IN MISSOURI, KANSAS & COLORADO
PATENT BAR MEMBER
ALL OTHERS ADMITTED IN MISSOURI

Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: HPS Acquisition, Inc.

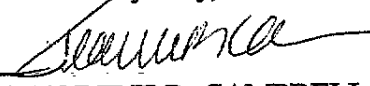
Dear Sir or Madam:

Pursuant to your notice dated December 13, 2000, enclosed herein please find the original and one copy of an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business, with attached Certificate from the Indiana Secretary of State.

Please file the enclosed and return the file-stamped copy to my attention in the envelope provided.

Should you have any questions with respect to the enclosed, please contact the undersigned. at (816) 374-0506. Thank you for your assistance in this matter.

Yours very truly,


JEANNINE R. CAMPBELL
Paralegal

JRC/jc
Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 12, 2001

Jeannine R. Campbell
% Shughart Thomson & Kilroy
120 West 12th Street
Kansas City, MO 64105

SUBJECT: HPS ACQUISITION, INC.
Ref. Number: F00000004838

We have received your document for HPS ACQUISITION, 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.

The date of authorization to transact business in Florida must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 101A00021940

RECEIVED
01 JUN 13 AM 10:05
DIVISION OF CORPORATIONS

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.)

SECTION I
(1 - 3 MUST BE COMPLETED)

1. HPS Acquisition, Inc.

Name of corporation as it appears on the records of the Department of State.

2. Indiana

Incorporated under laws of

3. _____

Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 JUN 13 PM 1:08

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? June 30, 2000

5. Heartland Imaging of Indiana, 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.

New Duration

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

New Jurisdiction


Signature

Date

Rick Bray

Typed or printed name

Chief Financial Officer

Title

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF FACT**

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the state of Indiana, the custodian of corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

HEARTLAND IMAGING OF INDIANA, INC.

Filed Articles of Amendment effective June 30, 2000, changing the name from:

HPS ACQUISITION, INC.

To

HEARTLAND IMAGING OF INDIANA, INC.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the state of Indiana, at the City of Indianapolis, this Tuesday, April 24, 2001

Sue Anne Gilroy

SUE ANNE GILROY, Secretary of State

2000031700084 / 2001042490636