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ACCOUNT NO. : 072100000032

REFERENCE : 357617 4327236

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

FILED
01 AUG -2 PM 1:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : August 2, 2001

ORDER TIME : 10:06 AM

ORDER NO. : 357617-005

CUSTOMER NO: 4327236

CUSTOMER: Ms. Shelley Clifford-panico
Gardner Carton & Douglas
Suite 3400
321 North Clark Street
Chicago, IL 60610-4795

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -2 AM 11:09
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TO ACKNOWLEDGE
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FOREIGN FILINGS

NAME: CENTRAD HEALTHCARE, INC.

700004512707--6

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

BK

**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.

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FLORIDA

1. Centrad Healthcare, 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. Delaware 3. 36-4367825
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 19, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 184 Shuman Blvd., Suite 130, Naperville, IL 60563
(Principal office address)
184 Shuman Blvd., Suite 130, Naperville, IL 60563
(Current mailing address)
8. to engage in any lawful act or activity
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Lynette Coleman
(Registered agent's signature)

**Lynette Coleman
as its agent**

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Charles R. Wallace

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

14. Charles R. Wallace, Vice President

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

**List of Directors/Officers
Centrad Healthcare, Inc.**

Name	Position	Address
Timothy L. Burfield	Director	184 Shuman Blvd., Ste. 130 Naperville, IL 60563
Michael B. Freedman	Director/Vice President	c/o Grayson & Associates 124 W. Putnum Avenue Greenwich, CT 06830
William R. Korslin	Director/President, Assistant Secy./Asst. Treas.	3020 Red Oak Drive Harvard, IL
Charles R. Wallace	Director/Vice President- Finance, Secy./Treas.	184 Shuman Blvd., Ste 130 Naperville, IL 60563
Melissa Cassidy	Vice President- Reimbursement	184 Shuman Blvd., Ste 130 Naperville, IL 60563
Geoffrey Gran	Vice President- Sales	184 Shuman Blvd., Ste 130 Naperville, IL 60563
Joseph B. McCarthy	Vice President- Purchasing	184 Shuman Blvd., Ste 130 Naperville, IL 60563
Jill McKay	Vice President Controller	184 Shuman Blvd., Ste 130 Naperville, IL 60563

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CENTRAD HEALTHCARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CHRONICARE SERVICES, INC." TO "CENTRAD HEALTHCARE, INC.", FILED THE TWENTY-EIGHTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3247343 8310

AUTHENTICATION: 1267017

010366139

DATE: 07-27-01