

F95000002972

April 6, 1995

CT Corporation System  
454 Norwest Midland  
Bank Building  
Minneapolis, MN 55401  
612 333 4315  
Fax 612 333 2524

Secretary of State  
Corporate Records Bureau  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

500001514895  
-06/16/95--01022--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
500001514895  
-06/16/95--01022--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: America's Medical Market Place, Inc.  
Order #: 276746

Counsel: Michael Fleming  
Red Line Healthcare Corporation  
Legal Department  
8121 10th Ave. N.  
Golden Valley, MN 55427

Gentlemen:

As requested by counsel, we enclose for filing  
Qualification forms on behalf of this corporation,  
together with funds in payment of the required fees.  
This document should be filed as soon as possible.

Evidence of the filing should be returned to my attention  
by regular mail.

If you have any questions or if for any reason the filing  
cannot be effected promptly, please notify this office of  
the details by calling our toll-free number: 1-800-626-  
1773.

Very truly yours,

Michele R. Rohrbaugh  
Associate Customer Specialist

MRR/mag

Enclosure(s)

Special Instructions:

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6/6

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 16 AM 9:26

**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. America's Medical Market Place, Inc.  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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  
(State or country under the law of which it is incorporated)

3. November 14, 1994  
(Date of Incorporation)

4. Perpetual  
(Duration)

5. 41-1804893  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8121 Tenth Avenue North (Tax Department), Golden Valley, Minnesota 55427  
(Current mailing address)

8. Retail sales via mail order.  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

Chairman: Robert G Carr  
Address: 8121 Tenth Avenue North  
Golden Valley, Minnesota 55427

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Raymond H Noeker, Jr.  
Address: 8121 Tenth Avenue North  
Golden Valley, Minnesota 55427

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATION  
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**9. Officers:**

President: see attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. 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

**11. 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: \_\_\_\_\_

C T Corporation System

Susan J. Wanner

(Officer)

Susan J. Wanner - Asst Sec.

(Typed Name and Title of Officer)

12. 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.

13. Jean F. Lance Secretary  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Jean F. Lance, Secretary

(Name and capacity of person signing application)

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

**Officers of  
America's Medical Market Place, Inc.**

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1. Robert G Carr, President & Chief Executive Officer  
8121 Tenth Avenue North  
Golden Valley, Minnesota 55427
2. Raymond H Noeker, Jr., Vice President  
8121 Tenth Avenue North  
Golden Valley, Minnesota 55427
3. John A Gappa, Chief Financial Officer  
8121 Tenth Avenue North  
Golden Valley, Minnesota 55427
4. Jean F Lance, Secretary  
8121 Tenth Avenue North  
Golden Valley, Minnesota 55427

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICA'S MEDICAL MARKET PLACE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 1995.

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 16 AM 9:24



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7531932

06-08-95