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CR2E031 (1-89)

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael A. Shea	_, do hereby certify
that this Resolution of the Board of Directors of MEDASSIST, INCORPORAT	ED.
a corporation duly organized and existing under the laws of the State ofKY	<u> </u>
was duly adopted on June 1, 19 94.	
Resolved, that MEDASSIST, INCORPORATED	_ organized
and existing in the State of KY, hereb	y adopts the
name MEDASSIST OF KENTUCKY, INCORPORATED for us	e in Florida.
Dated:	
Muchaef	I San
Signature of at least one d Michael A. Shea, Dire	
Michael A. Shea, Dire	CLOL

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

PLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS ED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE F FLORIDA:

1.	. HEDASSIST, INCORPORATED (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION"	
	abbreviations of like import in language as will clearly indicate that it is a corporation instead of a or partnership if not so contained in the name at present.)	
2.	. Kentucky 3. 61-1193622	
		if applicable)
4.	January 10, 1991 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or	"pemetual")
	(Sale of meetips and of grant	porportion /
6.	Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))	DI SECI
7		ECRETAR SIGN OF C
7.	3040 Breckinridge Ln., Louisville, Kentucky 40220	F COS
	(Current mailing address)	ED Y OF STATE DURPORATIONS
		STATE IRATIO
8.	Social services (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	- - 3
9.	Name and street address of Florida registered agent:	
	Name: C T Corporation System	
	Office Address: Island Road	
	Plantation , Florida, 33324 (Zip Code)	
Ha de fui	D. Registered agent acceptance: aving been named as registered agent and to accept service of process for the above stated corporationated in this application. I hereby accept the appointment as registered agent and agree to act in the agree to comply with the provisions of all statutes relative to the proper and complete performed I am familiar with and accept the obligation of my position as registered agent. C. T. Corporation System (Registered agent's signature) (Officer)	in this capacity.
/E	G. L. Hatfield, Assistant Secretary (Type Name and Title of Officer)	

(FL - 2189 - 11/16/94)

12	Names	and	addresses	of	officers	and/or	directors:
12.	14011109	al N	EUG I 62363	v	OHINGS 3		411 BC(U) 3.

A.	DIRECTORS	
	Chairman: _	
	- Vice Chairm	an:
	Address:	
		
	Director: see	attached list of directors
	Address:	
	Director:	
	Address:	
В.	OFFICERS	
	President: _{Se}	e attached list of officers
	Vice Preside	nt:
	_	
	Address:	

Treasurer:	<u> </u>		•——
Address:			
NOTE: If necessary, you may attach an and/or directors.	addendum to the app	lication listing additi	 ional officers
13. McKerf A Skirman, Vice Chairma	n, or any officer listed	in number 12 of th	e
application)			
14. Nichael A. Shee. Secretary.	of nerson signing appli	cation)	

DIVISION OF CORPORATIONS

95 OCT 24 PM 1: 17

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

Officers of MEDASSIST, INCORPORATED

- Mark A. Scheel, President 3040 Breckinridge Ln. Louisville, Kentucky 40220
- Michael A. Shea, Vice Pres/Treas & Secretary 3040 Breckinridge In. Louisville, Kentucky 40220
- 3. Robert B. Bernstein, Vice President 1 Roxbury Ct. Beachwood, Ohio 44122

SECRETARY OF STATE DIVISION OF CORPORATIONS

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

Directors of MEDASSIST, INCORPORATED

- 1. Mark A. Scheel 3040 Breckinridge Ln. Louisville, Kentucky 40220
- Michael A. Shea
 3040 Breckinridge Ln.
 Louisville, Kentucky 40220
- 3. Robert B. Bernstein 1 Roxbury Ct. Beachwood, Ohio 44122

SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 OCT 21. DM 1.13



OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE DOMESTIC CORPORATION

I, BOB BABBAGE, Secretary of State of the Commonwealth of Kentucky, do hereby certify, that according to the records in the office of the Secretary of State
of the Commonwealth of Kentucky, MEDASSIST, INCORPORATED
is a corporation organized and existing under the laws of the Commonwealth of
Kentucky, whose date of incorporation is
and whose period of duration is PERPETUAL
I further certify, that said corporation has paid all fees due and owing to the of-
fice of the Secretary of State of the Commonwealth of Kentucky to date; has
delivered to the Secretary of State its most recent annual report, as required by
KRS 271B.16-220 or 273.3671; and has not filed articles of dissolution.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at Frankfort, Kentucky, this _21ST_ day ofAUGUST, 19_95
BOB BABBAGE Secretary of State