

Document Number
F96000002180

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

7000001796587
-04/26/96--01083--001
*****70.00 *****70.00

W96-9052

Asthma & Allergy Care America, Inc.

- 96 MAY -1 PM 1:50
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="radio"/> Walk In | | |
| <input type="radio"/> Mail Out | | |

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

4/26/96

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1996

CT SYSTEM

SUBJECT: ASTHMA & ALLERGY CAREAMERICA, INC.
Ref. Number: W9600009052

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DIVISION OF CORPORATIONS
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We have received your document for ASTHMA & ALLERGY CAREAMERICA, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

10: Doug Dickinson
Document Specialist

Letter Number: 696A00020056

WALK-IN Pick-up
3:00
5-1-96

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Thomas A. Friar do hereby certify
(Name)

that this Resolution of the Board of Directors of
Asthma & Allergy CareAmerica, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on April 26, 1996

Be it resolved, that Asthma & Allergy CareAmerica, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name
AACA, Inc. for use in Florida.

Dated: April 26, 1996


Signature of either Chairman, Vice Chairman or any officer

Thomas A. Friar, Vice-President, Finance

Type or print name

**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. Asthma & Allergy CareAmerica, Inc.
(Name of corporation; 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. 10-20-94 4. perpetual
(Date of Incorporation) (Duration)
5. Applied For
(Federal Employer Identification number, if applicable)
6. 4-27-98
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Northridge Business Park, 8601 Dunwoody Place, Suite 440, Atlanta, Georgia 30350
(Current mailing address)
8. Asthma & Allergy care centers
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Robert A. Prosek
Address: 15476 Bernardo Center Drive, Suite 247
San Diego, CA 92128

Vice Chairman: Kent Thiry
Address: 400 Primrose, #200
Burlingame, CA 94010

Director: LeAnne Zumwalt
Address: 2 Mareblu
Laguna Hills, CA 92656

Vice President of Finance
Director: Thomas A. Friar
Address: 8601 Dunwoody Place, Suite 440
Atlanta, Georgia 30350

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DIVISION OF CORPORATIONS
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B. Officers:

President: Robert A. Pronuk
Address: 10470 Bernardo Center Drive, Suite 247
San Diego, CA 92120

Vice President: Kent Hilry
Address: 400 Primrose, #200
Burlingame, CA 94010

Secretary: / **Treasurer:** LoAnna Zumwalt
Address: 2 Maroblu
Laguna Hills, CA 92650

Vice President of Finance: Thomas A. Friar
Treasurer: 8601 Dunwoody Place, Suite 440
Address: Atlanta, Georgia 30350

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(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: CT Corporation
Office Address: 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: Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Thomas A. Friar, Vice President - Finance
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASTHMA & ALLERGY CAREAMERICA, 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 SEVENTEENTH DAY OF APRIL, A.D. 1996.

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DIVISION OF CORPORATIONS
95 MAY -1 PM 1:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7910257

DATE: 04-17-96

Document Number Only

F96000002180

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400001858544

06/11/96--01142--004

*****95.00 *****35.00

Asthma & Allergy Care America, Inc.

95 JUN 11 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

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Withdrawal

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Asthma & Allergy CareAmerica, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1850 Gateway Drive, Suite 500

(Mailing Address)

San Mateo, California 94404

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Robert Prosek
Signature

5-30-96
Date

Robert Prosek

Typed or printed name

President

Title