

Document Number Only
F96000004080

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
 TALLAHASSEE, FL 32301

Address
 222-1092

City State Zip Phone

CORPORATION(S) NAME

STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 TALLAHASSEE, FLORIDA

Vivra Specialty Partners, Inc.

STATE OF FLORIDA
 TALLAHASSEE, FLORIDA
 96 AUG - 9 PM 12:26

FILED

De-9

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Photo Copies
- Call When Ready
- Walk In
- Mail Out
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up
- Will Wait

DEPARTMENT OF REVENUE
 DIVISION OF CORPORATION
 96 AUG - 9 AM 11:25

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

8609

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Vivra Specialty Partners, 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. Nevada 3. 94-3230119
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 28, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156,

7. 1850 Gateway Drive, Suite 500, San Mateo, California 94404
(Current mailing address)

8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. 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)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

George C. Romero

(Registered agent's signature) (Officer)

George C. Romero

Assistant Secretary

(Type Name and Title of Officer)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Kent J. Thiry

Address: 1850 Gateway Drive, Suite 500
San Mateo, California 94404

Director: LeAnne M. Zumwalt

Address: 1850 Gateway Drive, Suite 500
San Mateo, California 94404

B. OFFICERS

President: see attached list of officers

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. *DeAnne M. Zumwalt*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. LeAnne M. Zumwalt, Secretary
(Typed or printed name and capacity of person signing application)

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

**Purpose Clause of
Vivra Specialty Partners, Inc.**

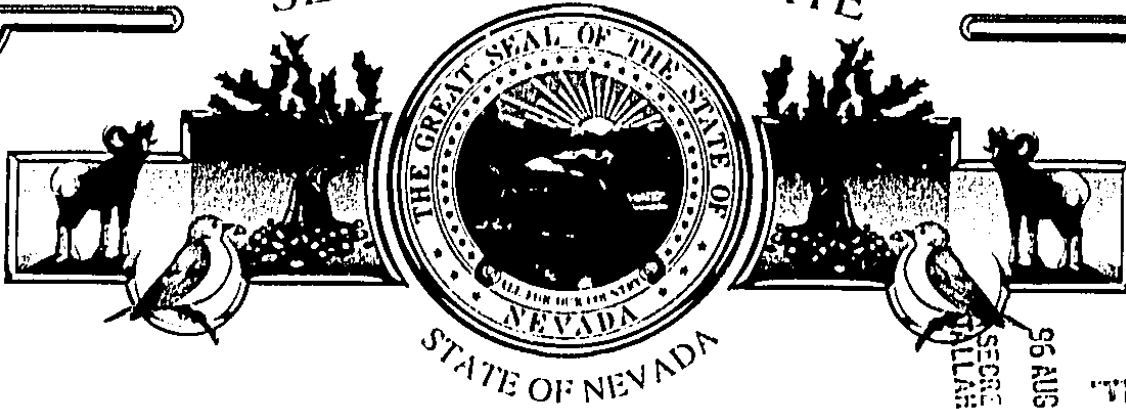
The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Florida.

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

**Officers of
Vivra Specialty Partners, Inc.**

1. Kent J. Thiry, President
1850 Gateway Drive, Suite 500
San Mateo, California 94404
2. LeAnne M. Zumwalt, Secretary, CFO
1850 Gateway Drive, Suite 500
San Mateo, California 94404
3. Thomas O. Usilton, Vice President
8601 Dunwoody Place #440
Atlanta, Georgia 30350
4. Jacob Lazarovic, M.D., Vice President
1400 NE Miami Gardens Dr #219
Miami Beach, Florida 33179

SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

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96 AUG -9 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes; and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **VIVRA SPECIALTY PARTNERS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 28, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 7, 1996.



Dean Heller
Secretary of State

By *J. Shuemaker*
Certification Clerk

F96000004080

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

**NEUROLOGY MANAGEMENT, INC., a Florida corporation, document number
S87053**

INTO

VIVRA SPECIALTY PARTNERS, INC., a Nevada corporation, F96000004080

File date: December 19, 1996

Corporate Specialist: Karen Gibson

F 9600000 4080

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #) 425-5625

800002034488--5
-12/20/96--01003--025
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Neurology Management Inc.
(Corporation Name) (Document #)
2. Viva Specialty Partners Inc
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 DEC 19 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk in Pick up time 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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96 DEC 19 PM 4:10
DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten signature and date: 12/20

Examiner's Initials

DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
of the State of Florida

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Neurology Management, Inc.	Florida
Vivra Specialty Partners, Inc.	Nevada

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger, and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. and is the surviving corporation of the merger; and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The Plan of Merger is as follows:

1. In accordance with the provisions of the Nevada Revised Statutes (the "NRS"), and the Florida Business Corporation Act (the "FBCA"), Neurology Management, Inc., a Florida corporation (the "Company"), shall be merged with and into Vivra Specialty Partners, Inc., a Nevada corporation (the "Surviving Corporation"), and the separate existence of the Company shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the NRS.
2. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law.
3. The By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation until thereafter amended in accordance with applicable law.

4. The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation. Each director and officer of the Surviving Corporation shall hold office in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.
5. Each of the shares of the Company issued and outstanding immediately prior to the Effective Time (other than any shares held in the Company treasury) shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive 30.928 shares of common stock, \$.01 par value per share, of Vivra Incorporated ("Vivra Common Stock").
6. Each share of capital stock of the Surviving Corporation issued and outstanding immediately prior to the Effective time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of the Surviving Corporation. Each certificate of the Surviving Corporation evidencing ownership of any such shares shall, following the merger, continue to evidence ownership of the same number of shares of common stock of the Surviving Corporation.

FIFTH: The effective date of the Certificate of Merger shall be the 19th day of December, 1996.

SIXTH: The plan of merger was adopted by the Board of Directors of Vivra Specialty Partners, Inc. on the 18th day of December, 1996. Pursuant to Section 607.1103(7) F.S., the approval of the shareholders of Vivra Specialty Partners, Inc. is not required.

SEVENTH: The plan of merger was adopted by the Board of Directors and shareholders of Neurology Management, Inc. on the 18th day of December, 1996.

[SIGNATURE PAGES FOLLOW]

Executed this 18th day of December, 1996.


VIVRA SPECIALTY PARTNERS, INC.
(Surviving Corporation)

By: LeAnne M. Zumwalt
Name: LeAnne M. Zumwalt
Title: Secretary Treasurer & CFO

Executed this 18th day of December, 1996.

NEUROLOGY MANAGEMENT, INC.

By:


Name: VAUGHAN J. COWAN

Title: PRESIDENT

F96000004080

HOLLAND & KNIGHT

Requestor's Name
315 SOUTH CALHOUN STREET

Address
Tallahassee, Florida 32301

City/State/Zip Phone #
224-7000

5000012102350-1-2
-03/03/97--010731-003
*****35.00 *****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Vivra Specialty Partners, Inc.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 9 MAR -3 PM 1:54

- Walk in
 Pick up time 3-3-97 3:30
 Certified Copy
 Mail out
 Will wait
 Photocopy with date filed
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Attn: Susan
 (Amendment
 Section)
 Todd Stazyk at the
 advised that Susan
 has already approved
 this filing.
 Elaine Maskevich
 425-5665

Examiner's Initials	
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AMENDMENT

To the Secretary of State
of the State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of the Florida Business Corporation Act, Vivra Specialty Partners, Inc. (the "Corporation"), hereby states the following:

1. On December 19, 1996, the Corporation and Neurology Management, Inc. filed Articles of Merger with the Secretary of State of Florida ("Merger Articles"), where the Corporation became the Surviving Corporation (as defined in the Merger Articles).

2. The Merger Articles contained a scrivener's error, to-wit: paragraph 5 reflected a conversion ratio of 30.928 shares, when in fact the correct conversion rate was 31.588 shares. Accordingly, the Corporation amends paragraph 5 of the Merger Articles by deleting said paragraph and replacing it with the following:

5. Each of the shares of the Company issued and outstanding immediately prior to the Effective Time (other than any shares held in the Company treasury) shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into the right to receive 31.588 shares of common stock, \$.01 par value per share, of Vivra Incorporated ("Vivra Common Stock").

3. The foregoing amendment was adopted by unanimous written consent of the Directors of the Corporation on February 11, 1997. Shareholder approval is not required to effect this amendment.

4. In all other respects the Merger Articles are correct and remain unchanged.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument the 12 day of February, 1997.

VIVRA SPECIALTY PARTNERS, INC.

By: Leanne M. Zumwalt
Name: LEANNE M. ZUMWALT
Title: Secretary