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DIVISION OF CORPORATION

CIT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700001935617
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*****70.00 *****70.00

Allegiance Healthcare Corporation

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <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 Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

August 14, 1996

csc networks

The name ALLEGIANCE HEALTHCARE CORPORATION has been reserved for 120 days beginning August 14, 1996. The reservation number is R96000003882 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 896A00038645

SECRETARY OF STATE OF FLORIDA

NOTICE OF TRANSFER
OF
RESERVED NAME

The undersigned CSC NETWORKS heroby transfers
(Name of Original Applicant)
to BAXTER INTERNATIONAL, INC., ATTENTION HELEN TARTAKOFF the right to use the
(Name of Transferee)
name ALLEGIANCE HEALTHCARE CORPORATION for corporate purposes,

This name was reserved on AUGUST 14, 1996.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated AUGUST 27, 1996

by CSC NETWORKS
Carol A. Deter
(Signature of Original Applicant)
Carol A. Deter, Asst. Sec.
(Type or Print Name)

**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. Allegiance Healthcare Corporation
(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
(State or country under the law of which it is incorporated)
3. 36-4095186
(FEI number, if applicable)
4. June 26, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business, as of this date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 1430 Waukegan Road
McGaw Park, Illinois 60085
(Current mailing address)
8. Any purpose lawful under the laws of the State of Delaware
(Purposes) 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)

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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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Beith A. Pope
(Registered agent's signature) (Officer)

BEITH A. POPE, ASST. SECY.
(Type Name and Title of Officer)

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: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

ALLEGIANCE HEALTHCARE CORPORATION

OFFICERS

<u>OFFICERS</u>	<u>TITLE</u>
Joseph F. Damico	President and Chief Operating Officer
Peter B. McKee	Senior Vice President and Chief Financial Officer
Kathy B. White	Senior Vice President and Chief Information Officer
William L. Feather	Senior Vice President, General Counsel and Secretary
Richard C. Adloff	Corporate Vice President and Controller
Melvin I. Dalrymple	Corporate Vice President
Robert B. DeBaun	Corporate Vice President
William A. Donan	Corporate Vice President
Mark J. Ehlert	Corporate Vice President
Jerry J. Evoniuk	Corporate Vice President
Gail Gaumer	Corporate Vice President
Jennifer L. Graham	Corporate Vice President
John L. Hatcher	Corporate Vice President
Michael J. Hudson	Corporate Vice President
Dave Imperiali	Corporate Vice President
J. Barrie Keiser	Corporate Vice President
Anthony K. Kesman	Corporate Vice President
Leonard G. Kuhr	Corporate Vice President and Treasurer
Ronald K. Labrum	Corporate Vice President
Frank M. LaFasto	Corporate Vice President
Mark H. Landon	Corporate Vice President
Greg Pritchard	Corporate Vice President
Stuart Randle	Corporate Vice President
Craig A. Reiff	Corporate Vice President
William E. Saxelby	Corporate Vice President
Roger L. Sisterman	Corporate Vice President
William S. Smith	Corporate Vice President
James P. Stauner	Corporate Vice President
Robert J. Zollars	Group Vice President

DIRECTORS

Lester B. Knight
Joseph F. Damico
William L. Feather

The business address for all officers and directors is:
1430 Waukegan Road
McGaw Park, Illinois 60085

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William L. Feather
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William L. Feather, Senior Vice President and Secretary
(Typed or printed 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 "ALLEGIANCE HEALTHCARE CORPORATION" 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 FIFTEENTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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960238540

AUTHENTICATION:

DATE:

8069190

08-15-96