

# F96000005401

Document Number 05401

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

300001977673--B

-10/16/96--01100--001

\*\*\*\*270.00 \*\*\*\*270.00

W96-21983

Medical Alliance, Inc.

- 96 OCT 16 AM 11:55  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10/17
- |  |   |   |
|--|---|---|
| <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              |   |   |

Name Availability
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Acknowledgment
W.P. Verifier

10/16/96

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 16, 1996

**C T CORPORATION SYSTEM**

**SUBJECT: MEDICAL ALLIANCE, INC.**  
**Ref. Number: W96000021983**

We have received your document for **MEDICAL ALLIANCE, INC.** and your check(s) totaling \$270.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you have selected as an alternative name is not available; so therefore you would need to adopt another alternate name.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 796A00047453

*please  
backdate  
thanks!*

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CERTIFIED COPY OF RESOLUTION

CORPORATION ADOPTING A FICTITIOUS NAME FOR USE  
IN THE STATE OF FLORIDA

I, THE UNDERSIGNED Mark Novy, DO HEREBY  
CERTIFY THAT THE FOLLOWING IS A TRUE, COMPLETE AND CORRECT COPY OF A  
CERTAIN RESOLUTION OF THE BOARD OF DIRECTORS OF MEDICAL ALLIANCE, INC., A  
CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF  
TEXAS, WHICH RESOLUTION WAS DULY ADOPTED AT A DULY  
CALLED MEETING OF THE SAID BOARD, HELD ON October 14 19 96, A  
QUORUM BEING PRESENT, AND IS SET FORTH IN THE MINUTES OF THE SAID MEETING;  
THAT I AM THE KEEPER OF THE CORPORATE SEAL AND OF THE MINUTES AND RECORDS  
OF THIS CORPORATION; AND THAT THE SAID RESOLUTION HAS NOT BEEN RESCINDED  
OR MODIFIED:

"RESOLVED THAT MEDICAL ALLIANCE, INC.,  
ORGANIZED AND EXISTING IN THE STATE OF TEXAS,  
HEREBY ADOPTS THE NAME MAI OF TEXAS, INC.  
FOR USE IN THE STATE OF FLORIDA FOR ALL PURPOSES; AND  
FURTHER RESOLVED THAT THE OFFICERS OF THE CORPORATION  
ARE AUTHORIZED AND DIRECTED TO TAKE ALL STEPS THAT THEY  
DEEM NECESSARY AND APPROPRIATE TO QUALIFY THE CORPORATION  
TO DO BUSINESS WITHIN THE STATE OF FLORIDA UNDER THE NAME  
OF MAI OF TEXAS, INC.; AND  
RESOLVED FURTHER THAT ALL ACTIVITIES AND BUSINESS OF THE  
CORPORATION WITHIN THE STATE OF FLORIDA SHALL BE CARRIED  
OUT UNDER THE NAME MAI OF TEXAS, INC."

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED  
THE SEAL OF THE SAID CORPORATION, ON THIS THE 14<sup>TH</sup> DAY OF  
October 19 96.

Mark Novy  
Secretary

**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. Medical Alliance, 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. Texas

(State or country under the law of which it is incorporated)

3. 73-1347577

(FEI number, if applicable)

4. June 14, 1989

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. XXXXXXXXXXXXXXX

October 30, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))

7. 2445 Gateway Drive, Suite 150, Irving, Texas 75063

(Current mailing address)

8. Provider of mobile surgical procedures

(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

Randy A. Shelley

(Registered agent's signature) (Officer)

**RANDY A. SHELLEY**

**SPECIAL AGENT SECRETARY**

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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: Paul R. Herchman

Address: 2445 Gateway Drive, Suite 150  
Irving, Texas 75063

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

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

Director: See attached list of directors

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

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

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

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. \_\_\_\_\_

*Mark Nony*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

*Mark Nony, 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

**Directors of  
Medical Alliance, Inc.**

---

1. Paul R. Horchman  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
2. David A. Kallenberger, M.D.  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
3. Leon Pritzker  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
4. Thomas A. Montgomery  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
5. Leo Lopez  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
6. Morris G. Moreland  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
7. Jim Silock  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063

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

**Officers of  
Medical Alliance, Inc.**

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1. Paul R. Horschman, CEO/President  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
2. David A. Kallenberger, M.D., Medical Director  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
3. Kevin D. O'Brien, Sr. VP - Sales, Marketing and Operations  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
4. Michael G. Wallace, Sr. VP/CFO/Treasurer  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063
5. Mark Novy, Controller/Secretary  
2445 Gateway Drive, Suite 150  
Irving, Texas 75063

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DIVISION OF CORPORATIONS  
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# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that  
Articles of Incorporation  
of

MEDICAL ALLIANCE, INC.  
CHARTER NO. 1117152

were filed in this office and a certificate of incorporation was issued on  
JUNE 14, 1989;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and  
that the corporation is still in existence.

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DIVISION OF CORPORATIONS  
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*IN TESTIMONY WHEREOF, I have hereunto  
signed my name officially and caused to be  
impressed hereon the Seal of State at my office in  
the City of Austin, on October 14, 1996.*

*Antonio O. Garza, Jr.*

Antonio O. Garza, Jr.  
Secretary of State

DAE