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TRANSMITTAL LETTER

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***122.50 ***122.50

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Nuclear Cardiology Systems, Inc.
(Name of corporation - must include suffix)

W96-12534

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

pg 406

Please return all correspondence concerning this matter to the following:

Charles H. Rose
(Name of Person)
N C Systems, Inc.
(Firm/Company)
5171 Eldorado Springs Drive
(Address)
Boulder, Colorado 80303
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 14 AM 9:48

FILED

98/1/14

Should you need to call someone concerning this matter, please call:

Charles H. Rose at (303) 499-4099
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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NC SYSTEMS, INC.

SERVICES FOR NUCLEAR IMAGING

January 5, 1998

Fax #850-922-5763

Mr. Gerald York
Assistant General Counsel
Florida Department of State
The Capital
Tallahassee, FL 32399-0250

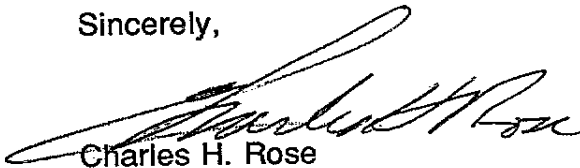
850-414-4426

Dear Mr. York:

Enclosed you will find a check for \$2,848.50. This check, payable to the Department of State, Division of Corporations, will complete all claims to your office for liability, past or current and any and all penalties, past or current.

Upon receipt of this payment your office will process our application for authority to transact business in the State of Florida. Your office and thus the State of Florida will adhere to the terms of the settlement agreement dated 30 December 1997.

Sincerely,



Charles H. Rose

Enclosure

RECEIVED

JAN 12 1998

Office of General Counsel
Department of State



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: January 12, 1998

RE: Nuclear Cardiology Systems, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees deom 1993 of \$765.00, foreign non-qualified penalties of \$ 2000.00 assessed at the statutory minimum, and court costs of \$83.50. Corporation now wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

GTY/gty



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (303)-893-1379

Please deliver the following pages to:

NAME: Brett Painter, Esq.,

COMPANY: Davis, Graham & Stubbs

SENDER: Gerard T. York, Assistant General Counsel

DATE: January 2, 1998

TIME: 11:51 AM

NUMBER OF PAGES (including transmittal sheet): 2

FROM FAX: (850) 922-5763

COMMENTS: This is to confirm that your facsimile dated December 30, 1997 accurately sets forth the terms of the settlement agreement we have worked out with the respect to the Final Judgment obtained against Nuclear Cardiology Systems, Inc. Upon receipt of a check for \$2848.50 payable to the Department of State, Division of Corporations, I will forward the file, including your client's 1996 application for a Certificate of Authority, to the Division of Corporations for processing, with instructions that a Certificate of Authority be issued once the application is in order. From a glance, I can tell your client needs to provide an updated Certificate of Existence from the State of Colorado and new registered agent information (as we briefly discussed).

Please feel free to call me at (850) 414-5536 if there are questions.

If there are any problems in receiving this transmission, please call (850) 414-5536.

LL-10 • The Capitol • Tallahassee, Florida 32399-0250

**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. Nuclear Cardiology Systems, 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. Colorado
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 08/07/86
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 26 November 1993
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5171 Eldorado Springs Drive
Boulder, Colorado 80303
(Current mailing address)
8. Medical Education, Consultation, Equipment and Service
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Theresa A. Reth
Office Address: 108 North Magnolia Avenue
Sovereign Building, Suite 318
Ocala, _____, Florida, 34475
(Zip Code)

10. 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)

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.

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98 JAN 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Charles H. Rose

Address: 1143 Peakview Circle, Boulder, Colorado 80302

Vice Chairman: Virginia M Rose

Address: 1143 Peakview Circle, Boulder, Colorado 80302

Director: Michael B. Rose

Address: 5171 Eldorado Springs Drive

Boulder, Colorado - 80303

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Charles H. Rose

Address: 1143 Peakview Circle

Boulder, Colorado 80302

Vice President: Virginia M. Rose

Address: 1143 Peakview Circle

Boulder, Colorado 80302

Secretary: Charles H. Rose

Address: 1143 Peakview Circle

Boulder, Colorado 80302

Treasurer: Virginia M. Rose

Address: 1143 Peakview Circle

Boulder, Colorado 80302

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

13. 

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

14. Charles H. Rose President and CEO

(Typed or printed name and capacity of person signing application)

FILED
98 JAN 14 AM 9:40
TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

FILED
98 JAN 14 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, VICTORIA BUCKLEY, Secretary of State of the State of Colorado hereby certify that

According to the records of this office

NUCLEAR CARDIOLOGY SYSTEMS, INC.
(COLORADO CORPORATION)

file # 871684369 was filed in this office on AUGUST 07, 1986, and has complied with the applicable provisions of the laws of the State of Colorado and on this date is in good standing and authorized and competent to transact business or to conduct its affairs within this state.

Dated: JUNE 17, 1996

Victoria Buckley

SECRETARY OF STATE