

F98000003209

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

100002519861--4
-05/12/98--01025--002
*****78.75 *****78.75

SUBJECT: SPECTRACARE, INC.
(Name of corporation - must include suffix)

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. And included is \$8.75 for a certificate of existence. Thank you.
Please return all correspondence concerning this matter to the following:

Dennis V. Monroe
(Name of Person)

SPECTRACARE, INC.
(Firm/Company)

240 WHITTINGTON PARKWAY
(Address)

LOUISVILLE KY 40222
(City/State/Zip)

W98-10743

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

DENNIS MONROE at (502) 429-4550
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -8 AM 11:08



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1998

DENNIS V. MOORE
SPECTRACARE, INC.
240 WHITTINGTON PKWY
LOUISVILLE, KY 40222

SUBJECT: SPECTRACARE, INC.
Ref. Number: W98000010743

We have received your document for SPECTRACARE, INC. and your check(s) totaling \$78.75. 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 (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 798A00026191

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JOHN DADD'S (Name), do hereby certify

that this Resolution of the Board of Directors of SPECTRACARE, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of KENTUCKY,

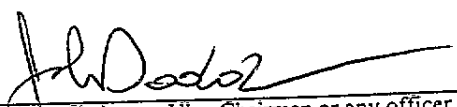
was duly adopted on JUNE 3, 19 98.

Be it resolved, that SPECTRACARE, INC. (Corporate Name),

organized and existing in the State of KENTUCKY, hereby adopts the name

SPECTRACARE OF ATLANTA, INC. for use in Florida.

Dated: 6/3/98


Signature of either Chairman, Vice Chairman or any officer

JOHN DADD'S, EXECUTIVE VP + CEO
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. SPECTRACARE, 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. KENTUCKY
(State or country under the law of which it is incorporated)
3. 61-1147068
(FEI number, if applicable)
4. 10-21-88
(Date of Incorporation)
5. PERPETUAL
(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 817.155, F.S.))
7. SPECTRACARE, INC.

240 WHITTINGTON PARKWAY LOUISVILLE, KENTUCKY 4022
(Current mailing address)

8. SALE OF PRESCRIPTION DRUGS
(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: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION

, Florida, 33324
(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.

Susan J. Metze
Assistant Secretary

Susan J. Metze
(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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DIVISION OF CORPORATIONS
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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: J DAVID GRISSOM

Address: 400 W. MARKET ST. SUITE 2510, LOUISVILLE, KY 40202

~~DIRECTOR~~
Vice Chairman: WILLIAM H LOMICKA

Address: 400 W. MARKET ST. SUITE 2510, LOUISVILLE, KY 40202

Director: RICHARD D HOGAN

Address: 240 WHITTINGTON PARKWAY LOUISVILLE, KY 40222

Director: JOHN DADDS

Address: 240 WHITTINGTON PARKWAY, LOUISVILLE, KY 40222

~~DIRECTOR: JAMES P MURPHY 4361 IRWIN SIMPSON RD. MASON, OH 45020~~

~~DIRECTOR: ROBERT T MCINTIRE 9901 LINN STATION RD. LOUISVILLE, KY 40223~~

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

President: RICHARD D HOGAN

Address: 240 WHITTINGTON PARKWAY, LOUISVILLE, KY 40222

Vice President: JOHN DADDS

Address: 240 WHITTINGTON PARKWAY, LOUISVILLE KY 40222

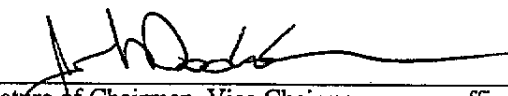
Secretary: WILLIAM H LOMICKA

Address: 400 W. MARKET ST, SUITE 2510, LOUISVILLE, KY 40202

Treasurer: WILLIAM H LOMICKA

Address: 400 W. MARKET ST, SUITE 2510, LOUISVILLE, KY 40202

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. JOHN DADDS EXECUTIVE VICE PRESIDENT & CFO
(Typed or printed name and capacity of person signing application)



John Y. Brown III
Secretary of State

Certificate of Existence

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DIVISION OF CORPORATIONS
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I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SPECTRACARE, INC.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is October 21, 1988 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 28th day of April, 1998.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky