

Spectracare, Inc.
240 Whittington Parkway
Louisville, Kentucky 40222

February 2, 2000

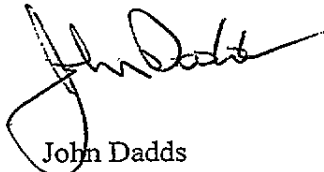
Florida Department of State
Amendment Section
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

700003147677-0016
-02/25/00-01066-0016
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed is an application for withdrawal from the State of Florida for Spectracare, Inc.
(d/b/a Spectracare of Atlanta).

Sincerely,



John Dadds
Executive Vice President & CFO

Enclosures:

FILED
00 FEB 25 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

SPECTRACARE INC

(Name of Corporation)

KENTUCKY

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

240 WHITTINGTON PARKWAY

(Mailing Address)

LOUISVILLE KY 40222

(City/ State /Zip)

FILED
00 FEB 25 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

[Signature]
Signature of the chairman or vice chairman of the board,
president, or any officer.

Exec VP + CFO

Title

JOHN DADDS

Typed or printed name

2/ 100

Date