



147 LLOYD DRIVE  
MARIETTA, GA 30066

TEL (770) 427-2542  
FAX (770) 514-7944

F980000005212

September 4, 1998

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Certificate of Authority

900002631369--3

-09/02/98--01067--004

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

W98-20143

Enclosed are the following documents in connection with filing a Certificate of Authority for Vivra Asthma & Allergy, Inc. in Florida:

1. One (1) original and one (1) copy of the Application for Certificate of Authority to Transact Business in Florida;
2. Certificate of Good Standing from the Nevada Secretary of State; and
3. Check in the amount of \$87.50 for the filing fee.

I have also enclosed a return envelope for your convenience for you to return the filed documents. If you have any questions, please call me at 770-427-2542.

Sincerely,

Teresa J. Wilson  
Senior Legal Associate

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 10:00

mtu  
9/17



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 4, 1998

VIVRA SPECIALTY PARTNERS  
TERESA J. WILSON  
147 LLOYD DRIVE  
MARIETTA, GA 30066

SUBJECT: VIVRA ASTHMA & ALLERGY, INC.  
Ref. Number: W98000020143

We have received your document for VIVRA ASTHMA & ALLERGY, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 498A00045285

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 10:00

**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. Vivra Asthma & Allergy, 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. Nevada  
(State or country under the law of which it is incorporated)
3. 91-1922951  
(FEI number, if applicable)
4. July 27, 1998  
(Date of Incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. September 15, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 150 S. Pine Island Road, Suite 520  
Plantation, Florida 33324  
(Current mailing address)
8. Management of specialty physician practices and related businesses.  
(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: NRAI Services, Inc.  
  
Office Address: 526 E. Park Avenue  
  
Tallahassee, Florida, 32301  
(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.*

Charles Baclet

(Registered agent's signature) CHARLES BACLET, V.P.

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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
90 SEP 17 AM 11:00

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: PLEASE SEE ATTACHED

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

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

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

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

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

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

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

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

President: PLEASE SEE ATTACHED

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

14. Charles W. Ott, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 10:00

Officers of Vivra Asthma & Allergy, Inc.

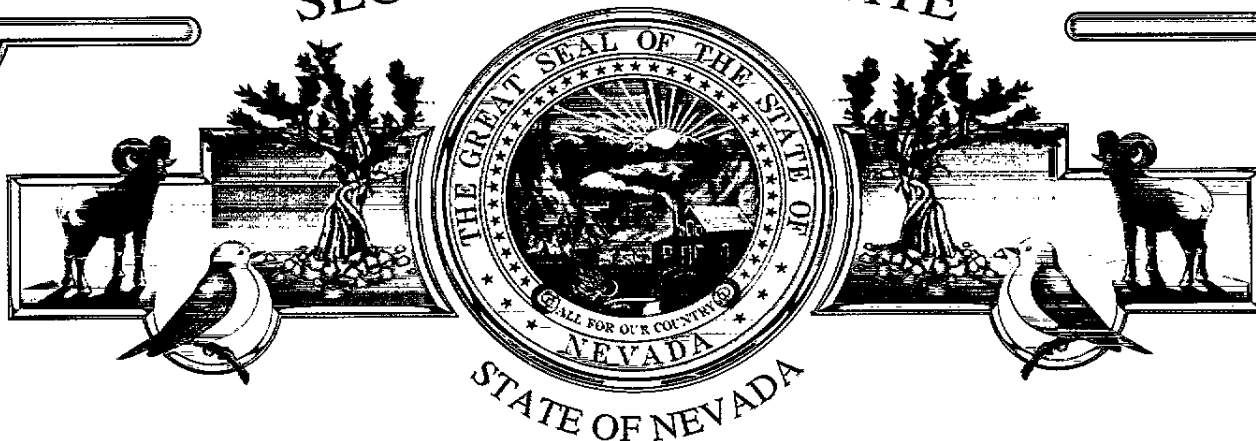
President	Joseph Mello 150 S. Pine Island Road, Suite 520 Plantation, FL 33324
Senior Vice President	Thomas A. Friar 1850 Gateway Drive, Suite 500 San Mateo, CA 94404
Vice President	Randy Farr 103 Powell Court, Suite 120 Brentwood, TN 37027
Vice President	Walter Birch 150 S. Pine Island Road, Suite 520 Plantation, FL 33324
Vice President	Timothy Wighton 1850 Gateway Drive, Suite 500 San Mateo, CA 94404
Vice President	John Strack 1850 Gateway Drive, Suite 500 San Mateo, CA 94404
Vice President	Steve Baratta 1850 Gateway Drive, Suite 500 San Mateo, CA 94404
Secretary	Charles W. Ott 1850 Gateway Drive, Suite 500 San Mateo, CA 94404
Chief Financial Officer and Treasurer	LeAnne Zumwalt 1850 Gateway Drive, Suite 500 San Mateo, CA 94404

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DIVISION OF CORPORATIONS  
98 SEP 17 AM 10:00

Initial Board of Directors of Vivra Asthma & Allergy, Inc.

Joseph Mello	150 S. Pine Island Road, Suite 520 Plantation, FL 33324
Kent Thiry	1850 Gateway Drive, Suite 500 San Mateo, CA 94404
LeAnne Zumwalt	1850 Gateway Drive, Suite 500 San Mateo, CA 94404

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filing of corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 17 AM 10:00

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **VIVRA ASTHMA AND ALLERGY, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since July 27, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed the Great Seal of State, at my office, in  
Carson City, Nevada, on September 4, 1998.



By

Secretary of State

Certification Clerk