

McKesson HBOC, Inc.
One Post Street
San Francisco, CA 94104-5296

F99000004037

McKessonHBOC

Glenette E. Babb
Assistant Secretary
Direct Tel 415-983-8331

July 29, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/02/99--01116--008
*****70.00 *****70.00

Re: Imagine Health, Inc., a Delaware corporation

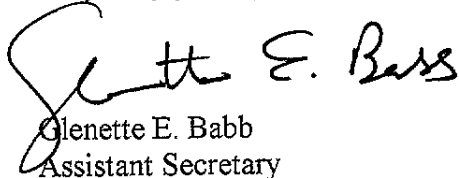
Dear Secretary:

I enclose herewith, in duplicate, the duly executed Application for Certificate of Authority in respect of the above-captioned Corporation, and a check in the amount of \$70.00 for the required filing fee. Also included is a Good Standing Certificate issued by the Office of the Delaware Secretary of State.

Please forward evidence of this filing in the attached stamped, addressed envelope provided for your convenience.

If you have any questions, please do not hesitate to contact me at 415/983-8331.

Very truly yours,


Glenette E. Babb
Assistant Secretary

GEB/pa

Enclosure

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Imagine Health, 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.

Please return all correspondence concerning this matter to the following:

Glenette E. Babb, Assistant Secretary
(Name of Person)

McKesson HBOC, Inc
(Firm/Company)

One Post St., 29th Floor
(Address)

San Francisco, CA 94104
(City/State/Zip)

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

Glenette E. Babb, Asst. Secretary at 415/983-8331
(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

**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. Imagine Health, 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. Delaware
(State or country under the law of which it is incorporated)
3. 94-3335170
(FEI number, if applicable)
4. July 16, 1999
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. To be determined.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. C/O McKesson HBOC, Inc., One Post Street, 29th Floor
San Francisco, CA 94104 Attn: Glenette E. Babb
(Current mailing address)
8. Health care services
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hayes Street, Ste. 105
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.

The Prentice-Hall Corporation System, Inc.



(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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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: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list.

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.

Imagine Health, Inc.

13. By: Glenette E. Babb
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Glenette E. Babb, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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IMAGINE HEALTH, INC.

Officer/Director List

DIRECTORS

ADDRESS

Arthur Chong
William J. Dawson
David L. Mahoney

One Post Street, San Francisco, CA 94104
One Post Street, San Francisco, CA 94104
One Post Street, San Francisco, CA 94104

OFFICERS

TITLE

ADDRESS

David L. Mahoney President
Arthur Chong Vice President
William J. Dawson Vice President
Nicholas A. Loiacono Vice President and
Treasurer
Kristina Veaco Vice President and
Secretary
Tim J. Warner Vice President
Glenette E. Babb Assistant Secretary
Michael L. Harris Assistant Secretary
James F. Regan Assistant Secretary
Lincoln K. Walworth Assistant Secretary

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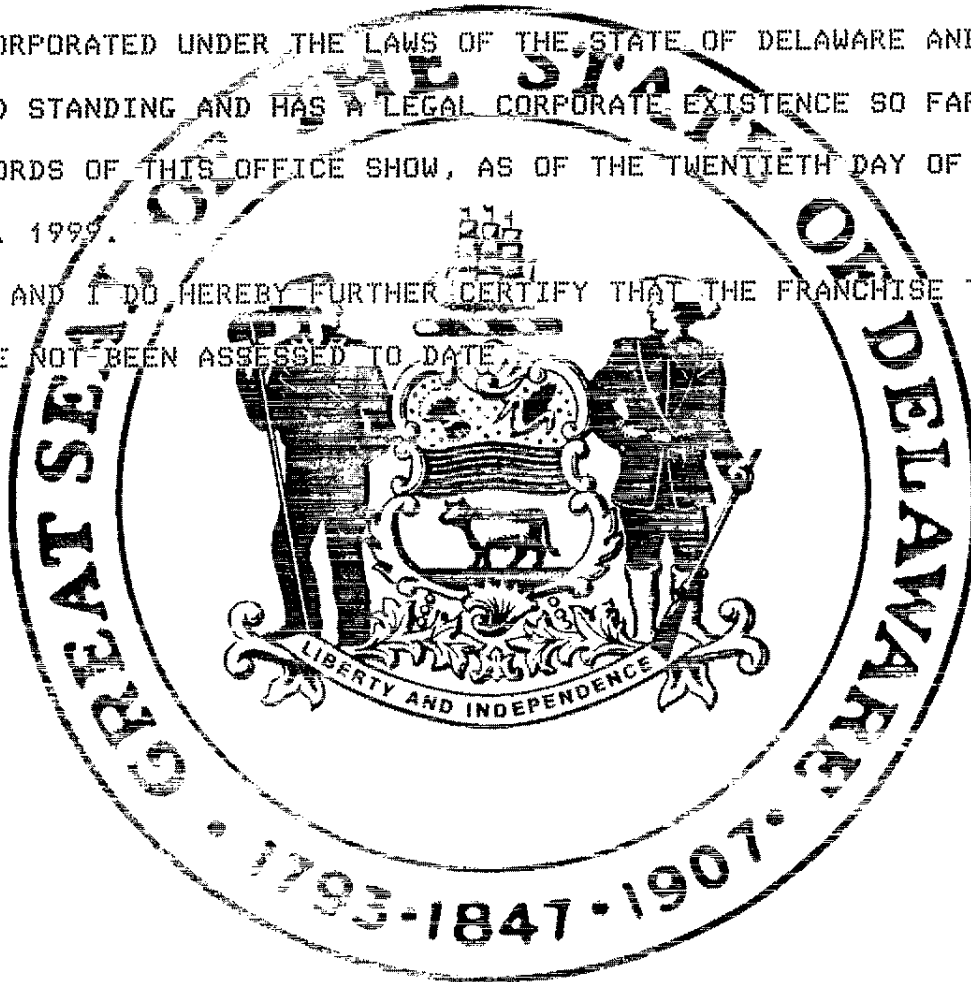
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMAGINE HEALTH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

3059255 8300

DATE: 9874291

07-20-99