

MQ8000000490

SpectraCare, Inc.
240 Whittington Parkway
Louisville, Kentucky 40222

April 21, 1998

Florida Department of State
Registration Section
Division of Corporations
P O Box 6327
Tallahassee, Florida

federal exp -

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 19 AM 10:13

FILED

Dear Sir or Madam:

194h

6/2/98 9842

CM

Enclosed is Spectraquest, LLC's Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida, a certified certificate of existence, and a check for \$148.75 for the fees to cover the registration including (*Filing Fee, Affidavit of Membership and Contributions, Designation of Registered Agent and Certificate of Status*).

Please process this registration request as soon as possible and advise that the registration has been completed. If any additional information is needed, please let us know.

Sincerely,



John Dadds
Executive Vice President & CFO

700002505807--7
-04/29/98--01102--001
****148.75 ****148.75

700002505807--7
-05/18/98--01122--001
****136.25 ****136.25

Enclosures:



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 1, 1998

JOHN DADDS
SPECTRACARE, INC.
240 WHITTINGTON PARKWAY
LOUISVILLE, KY 40222

SUBJECT: SPECTRAQUEST, LLC
Ref. Number: W98000009842

FILED
98 MAY 19 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SPECTRAQUEST, LLC and your check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$136.25.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 998A00024040

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF
FLORIDA:

1. SPECTRAQUEST, LLC.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. GEORGIA
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2132795
(FEI number, if applicable)
4. 10/14/1994
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")

6. APRIL 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. PRINCIPAL OFFICE
STREET ADDRESS: 12207 N.W. 35th ST., CORAL SPRINGS, FL 33065

MAILING ADDRESS: 240 WHITTINGTON PARKWAY, LOUISVILLE KY 40222
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|-----------------|--------|-----------------|--------|
|-----------------|--------|-----------------|--------|

| | | | |
|-----------------------|------------------------|--|--|
| <u>WENDY LINDGREN</u> | <u>OPERATIONS MGR.</u> | | |
|-----------------------|------------------------|--|--|

| | | | |
|-------------------------|--|--|--|
| <u>12207 NW 35th ST</u> | | | |
|-------------------------|--|--|--|

| | | | |
|--------------------------------|--|--|--|
| <u>CORAL SPRINGS, FL 33065</u> | | | |
|--------------------------------|--|--|--|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SPECTRAQUEST, LLC.

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PLANTATION, FLORIDA 33324

(City/State/Zip)

FILED
98 MAY 19 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carol Record
(Signature)

4/28/98
(Date)

**Carol Record
Assistant Secretary**

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of SPECTRAQUEST, LLC.
_____ deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is

FILED
98 MAY 19 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$ NONE

\$ 100,000.

\$ 100,000.

SPECTRACARE, INC. by: [Signature] EXEC VP + CFO
Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 980920640
CONTROL NUMBER : 9426290
DATE INC/AUTH/FILED: 10/14/1994
JURISDICTION : GEORGIA
PRINT DATE : 04/02/1998
FORM NUMBER : 211

SPECTRAQUEST, LLC.
DENNIS MONROE
240 WHITTINGTON PARKWAY
LOUISVILLE KY 40222

FILED
98 MAY 19 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**SPECTRAQUEST, LLC.
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

