

# M98000000602



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 847764 7129086

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 285.00

ORDER DATE : June 8, 1998

ORDER TIME : 12:45 PM

ORDER NO. : 847764-005

CUSTOMER NO: 7129086

CUSTOMER: Mr. Martin M. Troc  
Protocol L.l.c.  
Suite 202  
18-2 East Dundee Road  
Barrington, IL 60010

400002555054-18

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## FOREIGN FILINGS

NAME: PROTOCOL POINT OF CARE  
LABORATORY MANAGEMENT, L.L.C.

(5)

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

*MP*

*6/10/98*

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

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

1. Protocol Point of Care Laboratory Management, L.L.C.  
(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. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4099462  
(FEI number, if applicable)
4. 8/14/96  
(Date of Organization)
5. 7/01/2026  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 18-Z E. Dundee Rd, Suite 202  
Barrington, IL 60010  
(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>See Attachment</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

PROTOCOL POINT OF CARE LABORATORY MANAGEMENT, L.L.C.

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8. Name and Address of Managing Members:

Richard B. Freibrun  
7819 Maple Street  
Morton Grove, IL 60053

Dr. Charles Root, Ph.D.  
18-2 E. Dundee Road, #202  
Barrington, IL 60010

J. Robert Peller  
175 E. Delaware Place  
Suite 6910  
Chicago, IL 60611

Kenneth H. Robertson  
855 S. Federal Highway, Suite 206  
Boca Raton, FL 33432

Gerald Wochna  
2029 N.W. 30th Road  
Boca Raton, FL 33431

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

The undersigned member or authorized representative of a member of Protocol Point of Care  
Laboratory Management, L.L.C. certifies:

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

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

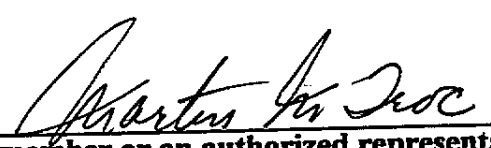
\$ 1,000,000.00

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.)  
and

\$ 0;

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

\$ 1,000,000.00

  
\_\_\_\_\_  
Signature of a member or an 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.)

MARTIN M. TROC

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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

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

1. The name of the Limited Liability Company is:

Protocol Point of Care Laboratory Management, L.L.C

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

City/State/Zip

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*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 A. Peterd Asst-Sec  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTOCOL POINT OF CARE LABORATORY MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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06-08-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: