

SECRETARY OF STATE

*Jim Edgar*



at the City of Springfield, this  
day of MARCH 10 19 89 and  
of the Independence of the United States  
the two hundred and  
13TH

do affirm the Great Seal of the State of Illinois,  
In Testimony Whereof, I have set my hand and cause to

be attested my hand and cause to  
of the aforesaid corporation.  
issue this certificate and attach hereto a copy of the application  
of Illinois, by virtue of the powers vested in me by law, do hereby  
Now Therefore, I, Jim Edgar, Secretary of State of the State

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.  
VENDOR, INCORPORATED  
APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF  
Illinois,

55170455



89170456

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7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

Any lawful act or activity for which corporations may be organized under, and to exercise any power that corporations may now or hereafter exercise under, the laws of the State of Illinois, including the maintenance and operation of hospital facilities for the diagnosis and treatment of people to obtain medical care of illness, disease, injury, infirmity or deformity.

DEPT-01

\$14.00

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COOK COUNTY RECORDER

8. The number of shares which it is authorized to issue and which it has issued are:

Class	*Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$ .25	3,500,000	1,988,000
Preferred	\$1	100,000	

\*A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "n/a".

9. The amount of paid-in capital is \$ 753,500.00

\*\*"Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

10. This application is accompanied by a copy of the articles of amendment to the articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the State or Country wherein the corporation is incorporated, which certification is not more than ninety (90) days old.

The undersigned corporation has caused this application to be signed in its name by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated March 19 89

Vencare, Inc.

(Exact Name of Corporation)

attested by Maria M. Levering

(Signature of Secretary or Assistant Secretary)

by W. Bruce Lundberg

(Signature of President or Authorized Officer)

Maria M. Levering

(Type or Print Name and Title)

W. Bruce Lundberg

(Type or Print Name and Title)

89170456



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Form BCA-1348

File No.

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$25

NOTE: If a certified copy of an amendment is attached hereto, such has an additional \$25 fee

FILED

MAR 30 1989

JIM EDGAR

Secretary of State

RETURN TO:

Corporation Department Secretary of State Springfield, Illinois 62756 Telephone 217 - 782-6961

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Attachment to Application Form for Amended Certificate of Authority  
Names and addresses of the directors and officers of the corporation

President/Chairman of the  
Board and Director

W. Bruce Lunford  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Vice Chairman of the Board  
and Director

R. Gene Smith  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Vice President, Operations, and  
Director

Michael R. Barr  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Vice President, Finance and  
Development, and Director

W. Earl Reed, III  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Vice President, Marketing

William J. Stadnik  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Secretary

Maria M. Levering  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Treasurer

Katherine W. Gilchrist  
Levy Building, Suite 500  
133 South Third Street  
Louisville, KY 40202

Director

William H. Tomicka  
402 Mockingbird Valley Rd.  
Louisville, KY 40202

Director

Bama B. Rucker  
Hambrecht & Quist Incorporated  
c/o Hambrecht & Quist  
Venture Partners  
235 Montgomery Street  
San Francisco, CA 94104

Director

William C. Ballard, Jr., Esq.  
Executive Vice President  
Finance and Administration  
Humana Inc.  
The Humana Building  
500 West Main Street  
Louisville, KY 40202

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CONTRACT NO. 40507  
200 WORK DAYS 210000  
200 WORK DAYS 210000  
MILWAUKEE  
MILWAUKEE  
MILWAUKEE  
MILWAUKEE  
MILWAUKEE

01/01/00

CONTRACT NO. 40508  
200 WORK DAYS 210000  
200 WORK DAYS 210000  
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CONTRACT NO. 40509  
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CONTRACT NO. 40510  
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CONTRACT NO. 40511  
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CONTRACT NO. 40512  
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CONTRACT NO. 40515  
200 WORK DAYS 210000  
200 WORK DAYS 210000  
MILWAUKEE

01/01/00

CONTRACT NO. 40516  
200 WORK DAYS 210000  
200 WORK DAYS 210000  
MILWAUKEE

01/01/00

THESE ARE WORKSCHEDULES OF THE CONTRACTORS AND ARE NOT  
NECESSARILY SUBJECT TO THE APPROVAL OF THE BOARD OF SUPERVISORS

5478-490-2

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01/01/00