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MERRITT & TENNEY LLP
ATTORNEYS AT LAW
SUITE 500
200 GALLERIA PARKWAY, N.W.
ATLANTA, GEORGIA 30339-3183

TELEPHONE (770) 952-6550
FACSIMILE (770) 952-0028

February 2, 2000

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

700003122977--9
-02/03/00--01091--008
*****78.75 *****78.75

In re: TeleMed, Inc.

Dear Sir/Madam:

Enclosed for filing with your office are the following:

1. Original and one conformed copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida of TeleMed, Inc.;

2. Certificate of Existence from the State of Georgia; and

3. Our firm's check in the amount of $78.75 to cover the filing fees.

FILED
00 MAR -3 AM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon completion, please return a certified copy of the application to me in the envelope provided.

If you have any questions, please contact the undersigned at (770) 952-6550.

Very truly yours,

Elaine Ramey

Elaine Ramey
Legal Assistant

/er

Enclosures

cc: Richard A. Moore, C.P.A. (w/copy of Application)
Lisa A. Goldblatt, Esq.

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 10, 2000

MERRITT & TENNEY LLP
STE 500, 200 GALLERIA PKWY, N.W.
ATLANTA, GA 30339-3183

SUBJECT: TELEMED, INC.
Ref. Number: W00000003623

We have received your document for TELEMED, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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: 300A00007076

# TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TELEMED, 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:

Elaine Ramey
(Name of Person)

Merritt & Tenney, LLP
(Firm/Company)

200 Galleria Parkway, Suite 500
(Address)

Atlanta, GA 30339
(City/State/Zip)

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00 MAR -3 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Elaine Ramey at ( 770 ) 952-6550
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Qualification/Tax Lien Section
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

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☒ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

# RESOLUTION OF BOARD OF DIRECTORS
**(Please print or type)**

I, the undersigned Betty Neisler, do hereby certify
(Name)

that this Resolution of the Board of Directors of Telemed, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Georgia,

was duly adopted on February 15, 2000.

Be it resolved, that Telemed, Inc.
(Corporate Name)

organized and existing in the State of Georgia, hereby adopts the name

TELEMED COMMUNICATIONS, INC. for use in Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dated: 2/15/00

Betty Neisler
Signature of either Chairman, Vice Chairman or any officer

Betty Neisler, President
Type or print Name

INHS19(1/00)

# 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. TELEMED, 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. Georgia
(State or country under the law of which it is incorporated)

3. 58-1696343
(FEI number, if applicable)

4. 7/11/86
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 18 Beck Street
Atlanta, Georgia 30318
(Current mailing address)

8. Medical telephone answering and paging services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.***

(Registered agent's signature).

ALLAN FARNELL,
ASSISTANT SECRETARY

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.

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: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: Betty Neisler

Address: 18 Beck Street

Atlanta, GA 30318

Director: Harvey Neisler

Address: 18 Beck Street

Atlanta, GA 30318

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

President: Betty Neisler

Address: 18 Beck Street

Atlanta, GA 30318

Vice President: Harvey Neisler

Address: 18 Beck Street

Atlanta, GA 30318

Secretary: Harvey Neisler

Address: 18 Beck Street

Atlanta, GA 30318

Treasurer: Betty Neisler

Address: 18 Beck Street

Atlanta, GA 30318

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TALLAHASSEE, FLORIDA

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Betty Neisler, President
(Typed or printed name and capacity of person signing application)

# Secretary of State

**Corporations Division**
**315 West Tower**
**#2 Martin Luther King, Jr. Dr.**
**Atlanta, Georgia 30334-1530**

| | |
|---|---|
| DOCKET NUMBER | : K93540900 |
| CONTROL NUMBER | : J609924 |
| DATE INC/AUTH/FILED | : 07/11/1986 |
| JURISDICTION | : GEORGIA |
| PRINT DATE | : 12/20/1999 |
| FORM NUMBER | : 211 |

MERRITT & TENNEY LLP
ATTN: ELAINE RAMEY
200 GALLERIA PKWY, NW, STE 500
ATLANTA, GA 303393183

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**TELEMED, INC.**
**A DOMESTIC PROFIT CORPORATION**

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.

FILED IN OFFICE
SECRETARY OF STATE
ATLANTA, GEORGIA
2000 MAR 23 P 3:

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.

Cathy Cox
Secretary of State