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**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

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Corporation(s) Name

Medical Manager PCN, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Ch. RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input type="checkbox"/> Will Wait |

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

Thank You!

ML 5/22

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.

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DIVISION OF CORPORATIONS

1. Medical Manager PCN, 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 3. 22-3719866
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. March 22, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 669 River Drive Center 2, Elmwood Park, NJ 07407
(Current mailing address)

8. The sale of computer software, hardware and associated services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of 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.

C T Corporation System
Charles W. Meyer CHARLES W. MEYER
(Registered agent's signature) 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: SEE ATTACHED SHEET

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED SHEET

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.

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

14. Michael B. Glick, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

**Officers and Directors of Medical Manager PCN, Inc.,
a Delaware corporation**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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NAME	BUSINESS ADDRESS
Kirk G. Layman Director and President	669 River Drive Center 2 Elmwood Park, NJ 07407
Michael B. Glick Director, Vice President and Secretary	669 River Drive Center 2 Elmwood Park, NJ 07407
Kenneth W. Ernsting Vice President	1200 American Road Morris Plains, NJ 07950
Frank J. Failla, Jr. Vice President - Tax and Treasurer	669 River Drive Center 2 Elmwood Park, NJ 07407
Marc Harrison Vice President	3001 N Rocky Point Dr. E Tampa, FL 33607
Franklyn Krieger Vice President and Assistant Secretary	3001 N Rocky Point Dr. E Tampa, FL 33607

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 "MEDICAL MANAGER PCN, INC." IS DUE 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 EIGHTEENTH DAY OF MAY, A.D. 2000.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 22 PM 12:48



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0446009

DATE:

05-18-00