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C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

800002793168-4
-03/03/99-01044-017
*****70.00 *****70.00

CORPORATION(S) NAME

HEMA Learning Solutions, Inc.

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DIVISION OF CORPORATIONS
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3/3

- Profit
- NonProfit
- Limited Liability Company
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DIVISION OF CORPORATION

**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. HFMA Learning Solutions, 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-4239827
(FEI number, if applicable)
4. June 19, 1998
(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 817.156, F.S.))
7. Two Westbrook Corporate Center, Suite 700, Westchester, Illinois
60154
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

James M. Halpin
(Registered agent's signature) (Officer)

James M. Halpin, Assistant Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: Richard L. Clarke

Address: Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Joyce Cusack

Address: Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154

Vice President: _____

Address: _____

Secretary: Thom D. Freyer

Address: Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154

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Treasurer: Edwin P. Czopek

Address: Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154

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

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

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

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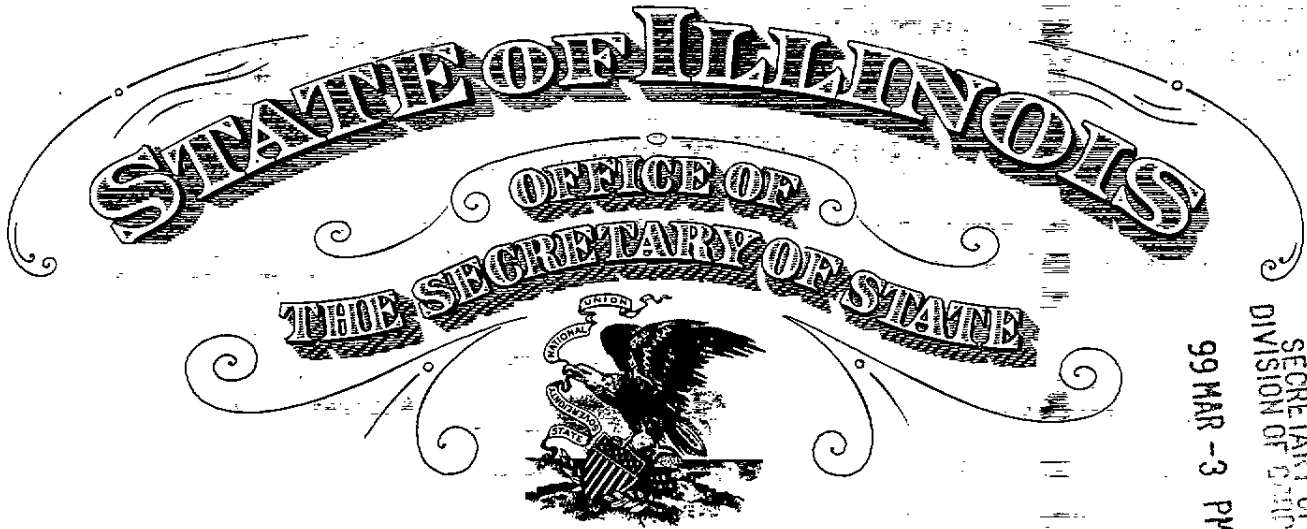
Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
HFMA Learning Solutions, Inc.**

1. Joyce Cusack
Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154
2. Thom D. Freyer
Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154
3. Richard L. Clarke
Two Westbrook Corporate Center, Suite 700
Westchester, Illinois 60154
4. Paul R. DeMuro
505 Montgomery Street, Suite 1900
San Francisco, California 94111-2586
5. John J. Dalton
Two Industrial Way West
Eatontown, New Jersey 07724
6. Ronald R. Long
1155 West Fourth Street, Suite 216
Reno, Nevada 89503
7. Ronald D. Anspaugh
50 Hurt Plaza, Suite 1770
Atlanta, Georgia 30303

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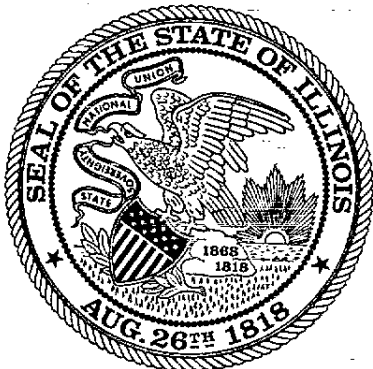
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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

HFMA LEARNING SOLUTIONS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 19, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 2ND day of MARCH A.D. 1999



Jesse White

SECRETARY OF STATE