

CORPORATE
ACCESS,
INC.

2 East 6th Avenue Tallahassee, Florida 32303
P.O. Box 37066 (352) 222-7066 (850) 222-2666 or (850) 969-1666 Fax (850) 222-7066

F00000002087

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FILING

Foreign

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 14 PM 2:08

1.) Phyre Corporation
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

Adm - 70.00

400003194814--0
-04/04/00--01018--011
***1150.00 ***1150.00

4.)
(CORPORATE NAME & DOCUMENT #)

400003194814--0
-04/17/00--01068--015
*****70.00 *****70.00

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

nr

4/11/00

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00 APR -4 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

nr 4/11/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2000

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: PHYVE CORPORATION
Ref. Number: W00000008977

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Corrected
4/13/00
[Signature]

We have received your document for PHYVE CORPORATION and your check(s) totaling \$1150.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$1,150.00 payment. As discussed, in addition to these PENALTY FEES we must also collect the required \$70.00 FILING FEE.

Also, as discussed, the NAME of this corporation is not available in Florida.

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.

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

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 600A00018432

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SECRETARY'S CERTIFICATE

The undersigned, James H. Spalding, the duly elected and authorized Secretary of Physical Therapy Corporation, a Delaware corporation (the "Corporation"), do hereby certify as follows:

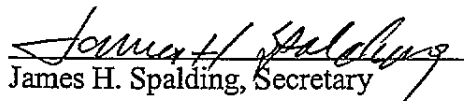
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The following is the text of a resolution duly adopted by the Board of Directors of the Corporation at a meeting of the Board of Directors of the Corporation held upon March 7, 2000 pursuant to notice duly given, and such resolution is in full force and effect on the date hereof, and except as expressly modified by the resolutions described in the following paragraph, have not been rescinded or modified in any respect;

RESOLVED, that the corporation desires to transact business in the State of Florida, and the Board of Directors have been advised that the name of the Corporation is not available for use in the State of Florida, the Corporation adopts Digital Medical Systems Corporation as the alternate name for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida 1989 Business Corporation Act, and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to prepare, execute, and file all required documents so that the Corporation may obtain a Certificate of Authority pursuant to the Florida 1989 Business Corporation Act, and to make sure the Corporation uses the said alternate name in the transaction of business in the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate this 10th day of April, 2000.


James H. Spalding, Secretary

**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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1. Phyve Corporation
(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
(State or country under the law of which it is incorporated)
3. 62-1682900
(FEI number, if applicable)
4. March 13, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 20 Burton Hills Boulevard, Suite 100, Nashville TN 37215

(Current mailing address)
8. Internet healthcare services
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: National Registered Agents, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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)

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]

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: [SEE ATTACHED]

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. James H. Spalding
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James H. Spalding, Secretary
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND BOARD OF DIRECTORS
PHYVE CORPORATION**

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OFFICERS

Charles N. Martin, Chairman
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Terry Hemmings, President & Chief Executive Officer
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Justin Kromelow, Executive Vice President & Chief Technology Officer
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Harold Bandy, Senior Vice President-Development & Engineering
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Richard Marino, Senior Vice President-Product Development
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Harold Pilgrim, Senior Vice President-Corporate Development
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Richard Booth, Vice President-Technology Services
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Neil Feldheim, Vice President-Business Development
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Linda Grochowski, Vice President-Client Services
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Patrick Fu, Vice President-Development & Engineering
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Mark Price, Vice President-Administration
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

James H. Spalding, Secretary
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Ronald P. Soltman, Assistant Secretary
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Kristin Pierson, Assistant Secretary
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

BOARD OF DIRECTORS

Charles N. Martin, Jr.
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Terry Hemmings
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

James J. Fitzsimmons
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

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Thomas Gahan
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Buford H. Ortale
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Keith B. Pitts
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

Y. Hon Wong
20 Burton Hills Boulevard
Suite 100
Nashville, TN 37215

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State of Delaware
Office of the Secretary of State

PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYVE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHYVE CORPORATION" WAS INCORPORATED ON THE THIRTEENTH DAY OF MARCH, A.D. 1997.

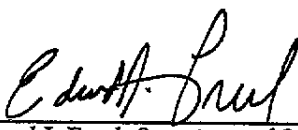
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0354781

03-31-00