

Document Number

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

DATE: 5/15

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-05/15/00--01127--007
*****70.00 *****70.00

Corporation(s) Name

Osprey Systems, Inc.

☒ Profit ☐ Amendment ☐ Merger
☐ Nonprofit

☒ Foreign ☐ Dissolution ☐ Mark
☐ LLC ☐ Withdrawal

☐ Limited Partnership ☐ UBR ☐ Other
☐ Reinstatement ☐ Fictitious Name ☐ Ch. RA
☐ UCC ☐ 1 or ☐ 3

***Special Instructions**

☐ Certified Copy ☐ Photocopies ☐ CUS
☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in ☒ Pick-up ☐ Will Wait

**Please Return Filed Stamped
Copies To:**

Carol Clark

Thank You!

hms/15

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 15 PM 3:59

RECEIVED
00 MAY 15 PM 1:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Osprey Systems, 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

(State or country under the law of which it is incorporated)

3. 56-1812282

(FEI number, if applicable)

4. March 19, 1999

(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. 150 Osprey Point Drive

Charlotte, North Carolina 28217

(Current mailing address)

8. Computer software consulting & 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

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list

Address: _____

Director: _____

Address: _____

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

President: See attached list

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. Elizabeth F. Funck General Counsel & Secretary

(Typed or printed name and capacity of person signing application)

FILED
CLERK OF SUPERIOR COURT
MAY 15 PM 3:59
JULIA A. HARRIS

OSPREY SYSTEMS, INC.

Board of Directors:

Dave Rizzo
Chairman & CEO
Osprey
150 Osprey Point Drive
Charlotte NC 28217
Phone: 704-943-1401

Paul J. Rizzo
6330 Quadrangle Drive
Suite 2000
Chapel Hill NC 27514
Phone: 919-489-2600

Guy de Chazal
Managing Director
1221 Avenue of the Americas
33rd Floor
New York NY 10020
Phone: 212-762-8414

Jess Marzak
Managing Director
Band America Ventures
950 Tower Lane
Suite 700
Foster City CA 94404
650-378-6000

Noah Walley
Vice President
Morgan Stanley Dean Witter
1221 Avenue of the Americas
33rd Floor
New York NY 10020
Phone: 212-726-6464

Mike King
Chairman & CEO
Healthscribe, Inc.
403 Glenn Drive
Sterling VA 20164
Phone: 703-480-3041

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DIVISION OF CORPORATIONS
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Osprey Systems, Inc.

Officer Information:

Name: Clarence Dwiggins, Jr.
Address: 18002 Lochcarron Lane
Cornelius, NC 28031
Phone: 704-892-5878
Title: EVP- Accounting

Name: John Morris
Address: 467 Beaten Path RD.
 Mooresville, NC 28117
Phone: 704-663-0204
Title: VP & Div. Exec. Of EMS Division

Name: Elizabeth Funk
Address: 1234 Wyndcroft Place
Charlotte, NC 28209
Phone: 704-525-4939
Title: General Counsel & Secretary

Name: David Rizzo
Address: 3934 Moorland Drive
Charlotte, NC 28226
Phone: 704-543-0257
Title: CEO and President

Name: Scott Krasner
Address: 11810 Dan Maples Drive
Charlotte, NC 28277
Phone: 704-847-8940
Title: VP Planning & Marketing

Name: Scott Robinson
Address: 6317 Bentrige Drive
Charlotte, NC 28226
Phone: 704-366-5011
Title: Vice President ERP Functions

Name: Arthur McMahon
Address: 9001 Yellow Pine Court
Waxhaw, NC 28173
Phone: 704-843-6912
Title: EVP Human Resources

Name: Thomas Wilson, Jr.
Address: 10526 Kenlauren Terrace
Charlotte, NC 28210
Phone: 704-541-9414
Title: E-business Vice President

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State of Delaware
Office of the Secretary of State

PAGE 1


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSPREY SYSTEMS, INC." IS DULY 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 TWENTY-SEVENTH DAY OF APRIL, A.D. 2000.

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.

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
MAY 15 3:59 PM




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0406504

DATE: 04-27-00