

# F00000002951

## Document Number Only

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

900003266579--7  
-05/25/00--01052--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

### Corporation(s) Name

**MJH**

*Passport Health Communications, Inc.*

<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

00 MAY 25 PM 12:00

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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Name Availability: \_\_\_\_\_  
Document Examiner: \_\_\_\_\_  
Updater: \_\_\_\_\_  
Verifier: \_\_\_\_\_  
Acknowledgement: \_\_\_\_\_  
W.P. Verifier: \_\_\_\_\_

**MAY 25**

Please Return Extra  
Copies File Stamped  
To:  
**Melanie Strickland**

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**Thank You!**

00 MAY 25 AM 11:47

**RECEIVED**

**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. Passport Health Communications, 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. Tennessee 3. 62-1741830  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/05/98 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/24/00  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 720 Cool Springs Boulevard, Franklin, TN 37067  
(Current mailing address)

8. Electronic transaction processing services for the health care industry  
(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  
Mary R. Adams  
(Registered agent's signature)

**MARY R. ADAMS**  
**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)

00 MAY 25 PM 12:08  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: SEE ATTACHMENT

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: SEE ATTACHMENT

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. Robert D Brown  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert D. Brown, Vice President, Secretary, &  
(Typed or printed name and capacity of person signing application) Chief Financial Officer

## **Exhibit A**

### **PASSPORT HEALTH COMMUNICATIONS, INC.**

#### **List of Officers and Directors**

<b>Officer</b>	<b>Title</b>	<b>Address</b>
James V. Lackey, Jr.	President and Chief Executive Officer	720 Cool Springs Boulevard Franklin, TN 37067
Daniel A. Proctor	Founder and Chief Technology Officer	720 Cool Springs Boulevard Franklin, TN 37067
Keith E. Ely	Vice President and Chief Operating Officer	720 Cool Springs Boulevard Franklin, TN 37067
Scott H. McCullough	Chief Marketing Officer	720 Cool Springs Boulevard Franklin, TN 37067
Robert D. Brown	Vice President, Secretary and Chief Financial Officer	720 Cool Springs Boulevard Franklin, TN 37067

<b>Director</b>	<b>Address</b>
James B. Hoover	108 Forest Avenue Locust Valley, NY 11560
Robert A. Frist, Jr.	209 10 <sup>th</sup> Avenue, Suite 450 Nashville, TN 37203
Robert A. Yeager	103 Powell Court, Suite 350 Brentwood, TN 37027
Daniel A. Proctor	810 Blackberry Hill Nashville, TN 37221
James V. Lackey, Jr.	1221 Bradley Drive Franklin, TN 37069
Phillip E. Gibbs	907 Hawthorne Court Franklin, TN 37069
S. Douglas Smith, Chairman	3503 Belmont Boulevard Nashville, TN 37215
Dave Swenson	237 Second Avenue South Franklin, TN 37064

Secretary of State  
Corporations Section

James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 05/18/2000  
REQUEST NUMBER: 00139532  
TELEPHONE CONTACT: (615) 741-6488.

CHARTER/QUALIFICATION DATE: 06/05/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0352153  
JURISDICTION: TENNESSEE

TO:  
WALLER LANSDEN DORTCH & DAVIS  
511 UNION STREET  
SUITE 2100  
NASHVILLE, TN 37219-1760

REQUESTED BY:  
WALLER LANSDEN DORTCH & DAVIS  
511 UNION STREET  
SUITE 2100  
NASHVILLE, TN 37219-1760

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"PASSPORT HEALTH COMMUNICATIONS, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS NOT BEEN FILED  
WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/18/00

FROM:  
WALLER LANSDEN ETC (511 UNION/NASHVILLE)  
SUITE 2100  
511 UNION STREET  
NASHVILLE, TN 37219-1760

RECEIVED:	FEES	
	\$60.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$60.00
RECEIPT NUMBER:		00002690022
ACCOUNT NUMBER:		00000832



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE