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ACCOUNT NO. : 072100000032

REFERENCE : 738941 7118689

AUTHORIZATION :

COST LIMIT : PPD

MJH

ORDER DATE : June 21, 2000

ORDER TIME : 9:42 AM

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ORDER NO. : 738941-005

*****70.00 *****70.00

CUSTOMER NO: 7118689

CUSTOMER: Emily Fennell, Paralegal
Venture Law Group
4750 Carillon Point

Kirkland, WA 98033

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 22 PM 1:44

FOREIGN FILINGS

NAME: MEDMANAGE SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

RECEIVED
00 JUN 22 AM 10:39
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. MedManage 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 7, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 7, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3303 Monte Villa Parkway, Suite 325, Bothell, WA 98021
(Current mailing address)

8. Health care 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: Corporation Service Company
Office Address: 1201 Hays Street
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.

Corporation Service Company
By: Laura R. Dulaney
(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)

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DIVISION OF CORPORATIONS
00 JUN 22 PM 1:4

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. Zachary K. Hector, President

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

**LIST OF OFFICERS AND DIRECTORS
OF
MEDMANAGE SYSTEMS, INC.**

Officers

President

Zachary K. Hector
3303 Monte Villa Parkway, Suite 325
Bothell, WA 98021

Vice President and Secretary

Steven E. Singer
3303 Monte Villa Parkway
Suite 325
Bothell, WA 98021

Directors

Zachary K. Hector
3303 Monte Villa Parkway
Suite 325
Bothell, WA 98021

Dale Larson
3303 Monte Villa Parkway
Suite 325
Bothell, WA 98021

Duane Mason
100 Lowder Brook Drive
Suite 2500
Westwood, MA 02090

Edward Brennan
6501 Columbia Center Tower
701 Fifth Avenue
Seattle, WA 98104

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDMANAGE 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-FIRST DAY OF JUNE, A.D. 2000.

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

3231778 8300

001315815




Edward J. Freel, Secretary of State

AUTHENTICATION:

06-21-00

DATE:

001315815