

# FO1000004453

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MDeverywhere, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John C. Lindsey, Esq.  
(Name of Person)

Daniels & Daniels, P.A. 700004540667--8  
(Firm/Company) -08/17/01--01088-002

Post Office Drawer 12218 \*\*\*\*\*70.00 \*\*\*\*\*70.00  
(Address)

Research Triangle Park, NC 27709-2218  
(City/State and Zip code)

For further information concerning this matter, please call:

Lori J. Fryar, Paralegal at ( 919 ) 544-5444  
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|                   |  |
|-------------------|--|
| Name              | STREET ADDRESS:  |
| Availability      | Registration Section<br>Division of Corporations           |
| Document Examiner | 409 E. Gaines St.<br>Tallahassee, FL 32399                 |
| Updater           | Enclosed is a check for the following amount:              |
| Updater Verifier  | <input checked="" type="checkbox"/> \$70.00 Filing Fee DCC |
| Acknowledgement   | DCC  |
| W. P. Verifier    | DCC  |

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

FO1000004453

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. MDeverywhere, 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. 56-1953305 (FBI number, if applicable)

4. June 18, 2001 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. August 1, 2001 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2810 Meridian Parkway, Suite 134 Durham, NC 27713 (Current mailing address)

8. Software development and licensing (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 Dale W. Morris (Registered agent's signature)

DALE W. MORRIS ASSISTANT VICE PRESIDENT

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

Director: Alan M. Rubin

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Director: Lloyd A. Hev

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Director: Eugene Hill

Address: Schroder Ventures Life Sciences Advisers, Inc.

60 State Street, Suite 3650

Boston, Massachusetts 02109

Director: John W. Martin

Address: 2 Deer Cove Road

Swampscott, Massachusetts 01907

Director: Ann Bilyew

Address: Advent Healthcare and Life Sciences II Beteiligung GmbH & Co.

Global Private Equity

75 State Street

Boston, Massachusetts 02109

Director: Bruce Keller

Address: Acacia Venture Partners II Limited Partnership

c/o Acacia Venture Capital

101 California Street, Suite 3160

San Francisco, California 94111

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TALLAHASSEE, FLORIDA

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

President: Alan M. Rubin

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

**OFFICERS (Continued)**

Secretary: Lloyd A. Hey

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Treasurer: Steven Toups

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Chief Technical Officer: Ron Harman

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Chief Operating Officer: Benjamin D. Feldman

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Vice President of Product Management: Bob Monteverdi

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

Vice President of Sales: Randy Passman

Address: 2810 Meridian Parkway, Suite 134

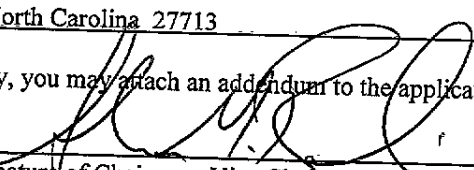
Durham, North Carolina 27713

Vice President of Business Development: David L. Morris

Address: 2810 Meridian Parkway, Suite 134

Durham, North Carolina 27713

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. Alan M. Rubin  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MDEVERYWHERE, 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-FIFTH DAY OF JULY, A.D. 2001.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1261838

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DATE: 07-25-01