

CORPORATION SYSTEM

F02060000109

CORPORATION(S) NAME

Healthcare Management Systems, Inc. d/b/a

HMS Monitor, Inc.

02 JAN -8 1:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5

- Profit
- Nonprofit
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Reinstatement
- Annual Report
- Other
- Name Registration
- Change of RA
- Fictitious Name
- UCC
- Photocopies
- CUS
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

RECEIVED
02 JAN -8 PM 12:18
DIVISION OF CORPORATION

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

1/8/02

Me

Order#: 4935346
 200004759322--1
 -01/08/02--01048--017
 Ref#: *****70.00 *****70.00
 Amount: \$ _____

BK

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

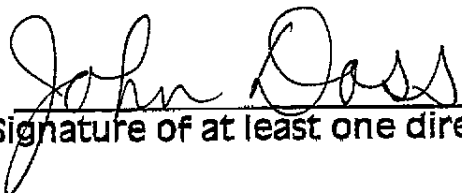
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Thomas E. Givens do hereby certify that this Resolution of the Board of Directors of Healthcare Management Systems, Inc. corporation duly organized and existing under the laws of the State of Tennessee was duly adopted on November 28, 2001.

02
FILED
11:45
AM
-8
FLORENCE, FLORIDA

Resolved, that Healthcare Management Systems, Inc. organized and existing in the State of Tennessee hereby adopts the name HMS Monitor, Inc. for use in Florida.

Dated: November 30, 2001


Signature of at least one director

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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02 JUN -8 11 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Healthcare Management 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. Tennessee 3. 62-1218334
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/04/1984 5. Perpetual
(Date of incorporation) (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. 3102 West End Avenue, Suite 400
Nashville, TN 37203
(Current mailing address)

8. Software development for hospitals
(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.

02 JAN -8 PM 4:45
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: SAME AS OFFICERS LISTED BELOW

Address: _____

Director: _____

Address: _____

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

President: Thomas E. Givens

Address: 3102 West End Avenue, Suite 400
Nashville, TN 37203

Vice President: John Doss

Address: 3102 West End Avenue, Suite 400
Nashville, TN 37203

Secretary: John Doss

Address: 3102 West End Avenue, Suite 400
Nashville, TN 37203

Treasurer: John Doss

Address: 3102 West End Avenue, Suite 400
Nashville, TN 37203

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas E. Givens
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John Doss, Executive Vice-President, Secretary, Treasurer
(Typed or printed name and capacity of person signing application)

ISSUANCE DATE: 07/09/2001
REQUEST NUMBER: 01190523
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/04/1984
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0141431
JURISDICTION: TENNESSEE

Secretary of State
Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

TO:
CFS
8161 HWY 100
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HWY 100
NASHVILLE, TN 37221

FILED
02 JAN -8 PM 1:45
SECRETARIES OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"HEALTHCARE MANAGEMENT SYSTEMS, 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 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: 07/09/01

RECEIVED: FEES \$260.00 \$0.00
TOTAL PAYMENT RECEIVED: \$260.00

RECEIPT NUMBER: 00002905998
ACCOUNT NUMBER: 00101230

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE