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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Healthmatics EmSTAT Corp.
(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:

Petra Weishaupt
(Name of Person)

A4 Health Systems, Inc.
(Firm/Company)

5501 Dillard Dr.
(Address)

Cary, NC 27511-9234
(City/State and Zip code)

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

02 SEP 23 PM 12:24
TALLAHASSEE FLORIDA

For further information concerning this matter, please call:

Dale Stafford at (919) 851.6177, ext. 173
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

a/24/02

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. Healthmatics EmSTAT Corp. (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. North Carolina 3. 56-2279653 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 30, 2001 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 800 Brazos, Suite 1200, Austin, Texas 78701-2501 (Principal office address)

5501 Dillard Drive, Cary, North Carolina 27511-9234 (Current mailing address)

8. Sales and service of computer software products (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 (City) (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

David Capozzolo/Authorized Person (Registered agent's signature) 9-11-2002

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

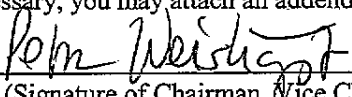
Secretary: _____

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. Petra Weishaupt, secretary
(Typed or printed name and capacity of person signing application)

RECEIVED
02 SEP 23 PM 12:24
TALLAHASSEE, FLORIDA

Management Systems Associates, Inc.
FEIN 56-0986374

Director Listing

<u>Name</u>	<u>Address</u>
John P. McConnell	5501 Dillard Dr., Cary, NC 27511
Neal Morrison	5501 Dillard Dr., Cary, NC 27511
David Grams	5501 Dillard Dr., Cary, NC 27511
Tom Nelson	5501 Dillard Dr., Cary, NC 27511
Patrick Hampson	5501 Dillard Dr., Cary, NC 27511
David Bond	5501 Dillard Dr., Cary, NC 27511

PAID
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FALMOUTH SECT LONDON

Healthmatics EmStat Corp.
56-2279653

Officer Listing

<u>Name</u>	<u>Address</u>	<u>Title</u>
John P. McConnell	5501 Dillard Dr., Cary, NC 27511-9234	President
Petra Weishaupt	5501 Dillard Dr., Cary, NC 27511-9234	Secretary

02 SEP 23 PM 12:25
WILLIAMSBURG, VIRGINIA



North Carolina

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

HEALTHMATICS EMSTAT CORP.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 29th day of November, 2001, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of June, 2002.

Elaine F. Marshall

Secretary of State