

F03000002976

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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To:
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DIVISION OF CORPORATION

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FOREIGN PROFIT QUALIFICATION

Med e-Manager Corp.

| | |
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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$70.00 |

JB
6-17-03

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. Med e-Manager 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 8, 1999 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. 270 Spagnoli Road, Suite 200, Melville, NY 11747
(Principal office address)
270 Spagnoli Road, Suite 200, Melville, NY 11747
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be qualified under the laws of Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

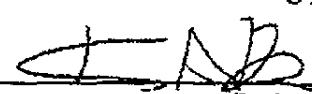
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, Florida 33324
(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.

C T Corporation System
By:  TRACY HOUCK
SPECIAL ASSISTANT SECRETARY
(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.

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

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED EXHIBIT A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Fetterolf

Address: 270 Spagnoli Road, Suite 200, Melville, NY 11747

Vice President: _____

Address: _____

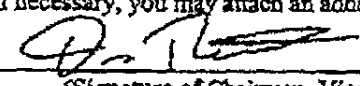
Secretary: David Fetterolf

Address: 270 Spagnoli Road, Suite 200, Melville, NY 11747

Treasurer: David Fetterolf

Address: 270 Spagnoli Road, Suite 200, Melville, NY 11747

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. David Fetterolf, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Exhibit A

Directors

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| David Fetterolf | 5 Smugglers Cove, Huntington, NY 11743 |
| Jason Fisherman | 144 Cottage Street, Brookline, MA 02445 |
| Ann Bilyew | 6 Bournedale Road, Jamaica Plain, MA 02130 |
| Chuck Shea | 33 Franklin Rogers Road, Hingham, MA 02043 |
| Douglas Present | 25-A Vreeland Road - Suite 203, Florham Park, NJ 07932 |
| Patrick Kelly | 1091 Ponte Vedra Blvd, Ponte Vedra Beach, FL 32082 |

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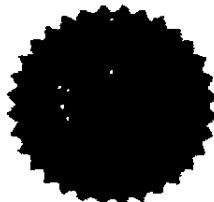
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MED E-MANAGER CORP." 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 TENTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2464333

DATE: 06-10-03