

Division of Corporations

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATION

**FOREIGN PROFIT QUALIFICATION**

**Health Dialog Services Corporation**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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*Fax 6963*  
*OR*

# 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. Health Dialog Services Corporation  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 04-3274661  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 05/18/1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 60 State Street, 11th Floor, Boston, MA 02109  
(Principal office address)  
same  
(Current mailing address)
8. Provide disease management 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 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 TRACI 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.
12. Names and business addresses of officers and/or directors:

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TALLAHASSEE, FLORIDA

DEC-08-2004 17:13

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**A. DIRECTORS** SEE ATTACHMENT

Chairman: George Bennett

Address: 60 State Street, 11th Floor

Boston, MA 02109

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Chris McKown

Address: 60 State Street, 11th Floor

Boston, MA 02109

Director: Eric Bam

Address: One Gorham Island, Suite 200

Westport, CT 06880

**B. OFFICERS** SEE ATTACHMENT

President: Chris McKown

Address: 60 State Street, 11th Floor

Boston, MA 02109

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. DALE N. GARTH

(Signature of Director or Officer listed in number 12 of the application)

14. DALE N. GARTH

CFO

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

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TALLAHASSEE, FLORIDA

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Attachment to Florida  
**Officers & Directors**

- 
- |    |                   |                                           |
|----|-------------------|-------------------------------------------|
| 1. | Full Name:        | George Bennett                            |
|    | Officer/Director: | Officer, Director                         |
|    | Officer's Title:  | CEO                                       |
|    | Director's Title: | Chairman                                  |
|    | Business Address: | 60 State Street, 11th Floor               |
|    | City:             | Boston                                    |
|    | State:            | MA                                        |
|    | ZIP Code:         | 02109                                     |
|    |                   |                                           |
| 2. | Full Name:        | Chris McKown                              |
|    | Officer/Director: | Officer, Director                         |
|    | Officer's Title:  | President, Secretary, and Asst. Treasurer |
|    | Director's Title: | Other Director                            |
|    | Business Address: | 60 State Street, 11th Floor               |
|    | City:             | Boston                                    |
|    | State:            | MA                                        |
|    | ZIP Code:         | 02109                                     |
|    |                   |                                           |
| 3. | Full Name:        | Dale N. Garth                             |
|    | Officer/Director: | Officer                                   |
|    | Officer's Title:  | CFO, Treasurer, and Asst. Secretary       |
|    | Business Address: | 60 State Street, 11th Floor               |
|    | City:             | Boston                                    |
|    | State:            | MA                                        |
|    | ZIP Code:         | 02109                                     |
|    |                   |                                           |
| 4. | Full Name:        | Eric Bam                                  |
|    | Officer/Director: | Director                                  |
|    | Officer's Title:  |                                           |
|    | Director's Title: | Other Director                            |
|    | Business Address: | One Gorham Island, Suite 200              |
|    | City:             | Westport                                  |
|    | State:            | CT                                        |
|    | ZIP Code:         | 06880                                     |
|    |                   |                                           |
| 5. | Full Name:        | Michael Fawcett                           |
|    | Officer/Director: | Director                                  |
|    | Officer's Title:  |                                           |
|    | Director's Title: | Other Director                            |
|    | Business Address: | 202 Onondaga Avenue                       |
|    | City:             | Palm Beach                                |
|    | State:            | FL                                        |
|    | ZIP Code:         | 33480                                     |
|    |                   |                                           |
| 6. | Full Name:        | John King                                 |
|    | Officer/Director: | Director                                  |
|    | Officer's Title:  |                                           |
|    | Director's Title: | Other Director                            |

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Business Address:	21802 N. Calle Royale
City:	Scottsdale
State:	AZ
ZIP Code:	85255
7. Full Name:	Dr. Andrew Vallance-Owen
Officer/Director:	Director
Officer's Title:	
Director's Title:	Other Director
Business Address:	15-19 Bloomsbury Way
City:	London WC1A-2BA
State:	UK
ZIP Code:	00000
8. Full Name:	Liam Donohue
Officer/Director:	Director
Officer's Title:	
Director's Title:	Other Director
Business Address:	27 Arlington Street
City:	Winchester
State:	MA
ZIP Code:	01890
9. Full Name:	Robert Wadsworth
Officer/Director:	Director
Officer's Title:	
Director's Title:	Other Director
Business Address:	One Financial Center, 44th Floor
City:	Boston
State:	MA
ZIP Code:	02111
10. Full Name:	Kevin Kimberlin
Officer/Director:	Director
Officer's Title:	
Director's Title:	Other Director
Business Address:	535 Madison Avenue, 18th Fl.
City:	New York
State:	NY
ZIP Code:	10022

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TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH DIALOG SERVICES CORPORATION" 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 SIXTH DAY OF DECEMBER, A.D. 2004.

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.

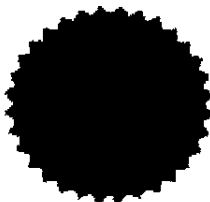
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TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3521394

DATE: 12-06-04

TOTAL P.06