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# Florida Department of State
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DIVISION OF CORPORATION

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From:
     Account Name    : C T CORPORATION SYSTEM
     Account Number  : FCA000000023
     Phone           : (850)222-1092
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# FOREIGN PROFIT QUALIFICATION

**Nextmed Systems, Inc.**

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

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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*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. Nextmed Systems, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware
(State or country under the law of which it is incorporated)

3. applied for
(FEI number, if applicable)

4. March 24, 2000
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6133 Rockside Road, Suite 400, Cleveland, OH 44131
(Principal office address)

6133 Rockside Road, Suite 400, Cleveland, OH 44131
(Current mailing address)

8. To provide software applications and management tools for physician practices.
(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: _____
(Registered agent's signature)
Gil B. Aguila, Asst. 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.
12. Names and business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: See Exhibit A attached hereto.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

**B. OFFICERS**

President: See Exhibit A attached hereto.

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. Jeffrey T. Grover
(Signature of Director or Officer listed in number 12 of the application)

14. Jeffrey T. Grover, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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**EXHIBIT A**

A. Directors

| Name | Address |
|---|---|
| Ed Hammer | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |
| Philip Lara | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |
| Rex Mason | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |
| John McIlwraith | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |
| Philip Molner | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |
| Bill Reed | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |

B. Officers

| Name | Office | Address |
|---|---|---|
| Rex Mason | Chief Executive Officer | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |
| Jeffrey T. Grover | Secretary and Treasurer | c/o NextMed Systems, Inc.<br>6133 Rockside Road<br>Suite 400<br>Cleveland, OH 44131 |

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# Delaware



*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXTMED SYSTEMS, 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-EIGHTH DAY OF APRIL, A.D. 2005.

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

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3844942

DATE: 04-28-05