

FO5000003038

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

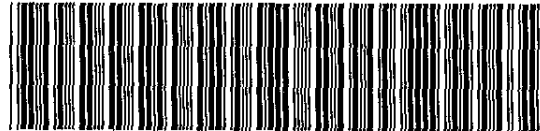
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05/20/05--01026--005 **70.00

05/20/05--01026--006 **8.75

RECEIVED
05 MAY 20 AM 10:43
DIVISION OF CORPORATION

FILED
05 MAY 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

FILED
05 MAY 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 381951 7409136

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 19, 2005

ORDER TIME : 10:15 AM

ORDER NO. : 381951-005

CUSTOMER NO: 7409136

CUSTOMER: Ms. Andrea E. Saint
Relayhealth Corporation
1900 Powell St
Suite 600
Emeryville, CA 94608

FOREIGN FILINGS

NAME: RELAYHEALTH CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FILED
05 MAR 20 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, 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. RELAYHEALTH CORPORATION

(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. _____

(FEI number, if applicable)

4. 12-30-98

(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. 1900 POWELL ST EMERYVILLE CA 94608

(Principal office address)

1900 Powell ST EMERYVILLE CA 94608

(Current mailing address)

8. Provide online communication platform for physicians & patients & any other
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
activity permitted by the State of Florida

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: [Signature]

(Registered agent's signature)

Karen M. Dyer, Asst. Sec

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:

A. DIRECTORS

attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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

14. Cynthia MacAskill, VP of Finance
(Typed or printed name and capacity of person signing application)

RELAY HEALTH
DIRECTORS & OFFICERS
May 10, 2005

CHAIRMAN

Wayne Moon	1900 Powell St., Ste. 600, Emeryville, CA 94608
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PRESIDENT & CEO

Giovanni M. Colella	1900 Powell St., Ste. 600, Emeryville, CA 94608
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SECRETARY & COO

Jeff Bairstow	1900 Powell St., Ste. 600, Emeryville, CA 94608
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DIRECTORS

Brian Ascher	1900 Powell St., Ste. 600, Emeryville, CA 94608
Alpheus Bingham	1900 Powell St., Ste. 600, Emeryville, CA 94608
Diane M. Daych	1900 Powell St., Ste. 600, Emeryville, CA 94608
Manuel Fernandez	1900 Powell St., Ste. 600, Emeryville, CA 94608
Alan M. Garber	1900 Powell St., Ste. 600, Emeryville, CA 94608
Richard Schatzberg	1900 Powell St., Ste. 600, Emeryville, CA 94608
Phillip M. Young	1900 Powell St., Ste. 600, Emeryville, CA 94608

OFFICERS

Cynthia MacAskill	1900 Powell St., Ste. 600, Emeryville, CA 94608
Robert Katter	1900 Powell St., Ste. 600, Emeryville, CA 94608
Eric Zimmerman	1900 Powell St., Ste. 600, Emeryville, CA 94608
Ken Tarkoff	1900 Powell St., Ste. 600, Emeryville, CA 94608
Nathan McLemore	1900 Powell St., Ste. 600, Emeryville, CA 94608
Paul Clip	1900 Powell St., Ste. 600, Emeryville, CA 94608
David Pure	1900 Powell St., Ste. 600, Emeryville, CA 94608

Delaware

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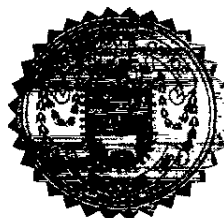
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RELAYHEALTH 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 SIXTEENTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RELAYHEALTH CORPORATION" WAS INCORPORATED ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998.

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.



2986795 8300

050397336

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3881627

DATE: 05-16-05