

F05000003746

Florida Department of State
Division of Corporations
Public Access System

DEW

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000158111 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT QUALIFICATION

ATHENAHEALTH, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$3,520.00

FILED
RECEIVED
05 JUN 28 AM 8:53
05 JUN 29 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

JUN 1 2005 11:20AM CSC617367834

NO. 0271 P. 3

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. athenahealth, 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. 04-3387530

(FBI number, if applicable)

4. 8/21/97

(Date of incorporation)

5. perpetual

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

6. 1/3/02

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

7. 1 Moody Street, Waltham, MA 02453

(Principal office address)

(Current mailing address)

8. Management and administrative services for medical 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: Corporation Service CompanyOffice Address: 1201 Hays StreetTallahassee

(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: Deborah D. Skipper
(Registered agent's signature)Deborah D. Skipper
Asst. V. Pres.

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:

FILED
05 JUN 28 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

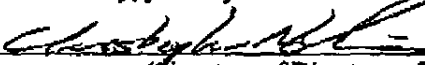
Address: _____

Treasurer: _____

Address: _____

FILED
05 JUN 28 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Christopher Nolin, Secretary
(Typed or printed name and capacity of person signing application)

JUN. 1. 2005 11:21AM

CSC6173678314

NO. 0271 P. 5

EXHIBIT A**athenahealth, Inc.**

NAME	TITLE	ADDRESS
Jonathan S. Bush	President & Director (Chairman of the Board)	One Moody Street Waltham, MA 02453
Carl Byers	Treasurer & Chief Financial Officer	One Moody Street Waltham, MA 02453
Christopher Nolin	Secretary	One Moody Street Waltham, MA 02453
Brandon Hull	Director	221 Nassau Street Princeton, NJ 08542
Ruben King-Shaw	Director	7501 Wisconsin Ave. Bethesda, MD 20814
Bryan Roberts	Director	2494 Sand Hill Road, Suite 200 Menlo Park, CA 94025
Ann Lamont	Director	One Gorham Island Westport, CT 06880
Larry Sosnow	Director	830 Third Avenue New York, NY 10022

05 JUN 28 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Delaware

PAGE 1

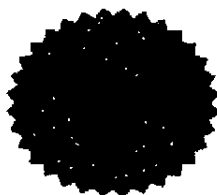
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATHENAHEALTH, 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 SIXTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATHENAHEALTH, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 1997.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2787961 8300

AUTHENTICATION: 3926828

050469077

DATE: 06-06-05