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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAY 30 AM 10:57

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FOREIGN PROFIT/NONPROFIT CORPORATION

CBAY SYSTEMS AND SERVICES INC.

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J. Shivers MAY 31, 2006

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. CBAY SYSTEMS AND SERVICES INC.

(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

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

3. 203863443

(FBI number, if applicable)

4. 11/23/2005

(Date of incorporation)

5. Perpetual

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

6. 01/01/2006

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

7. 2661 Riva Road, Building 1000, 5th Floor, Annapolis, MD 21401

(Principal office address)

same

(Current mailing address)

8. For Medical Transcription and Healthcare Business Process 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

(City)

Florida 33324

(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

Ena S. Murphy
Assistant Secretary

By:

(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:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *SEE ATTACHMENT*

President: Christopher Foley

Address: 2661 Riva Road, Building 1000, 5th Floor

Annapolis, MD 21401

Vice President: _____

Address: _____

Secretary: Dina Cowger

Address: 2661 Riva Road, Building 1000, 5th Floor, Annapolis, MD 21401

Treasurer: _____

Address: _____

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 Foley, President

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

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Attachment

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**Attachment to Florida
Officers & Directors**

-
- | | | |
|----|--|--|
| 1. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Christopher Foley
Officer
President
2661 Riva Road, Building 1000, 5th Floor
Annapolis
MD
21401 |
| 2. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Dina Cowger
Officer
Controller and Secretary
2661 Riva Road, Building 1000, 5th Floor
Annapolis
MD
21401 |

Delaware

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The First State

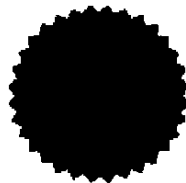
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CBAY SYSTEMS AND SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 2006.

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.

4065993 8300

060510477

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4778325

DATE: 05-26-06