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Florida Department of State  
Division of Corporations  
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## FOREIGN PROFIT/NONPROFIT CORPORATION

Netsmart New York, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	856
Estimated Charge	\$70.00

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February 8, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: NETSMART NEW YORK, INC.  
REF: W08000006885

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II

FAX Aud. #: E08000033593  
Letter Number: 208A00008398

P.O BOX 6327 - Tallahassee, Florida 32314

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. Netsmart New York, 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 3. 11-3215536  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 1994 5. Perpetual  
(Date of incorporation) (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. 3500 Sunrise Highway, Suite D-122, Great River, NY 11739  
(Principal office address)  
3500 Sunrise Highway, Suite D-122, Great River, NY 11739  
(Current mailing address)
8. Software Sales and E-Learning  
(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: CT 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.*  
  
Carrie Brey GEORGE BRYAN  
(Registered agent's signature) SPECIAL ASSISTANT 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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: **\*\* SEE ATTACHED \*\***

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

Vice Chairman: **\*\* SEE ATTACHED \*\***

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

Director: **\*\* SEE ATTACHED \*\***

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

Director: **\*\* SEE ATTACHED \*\***

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

B. OFFICERS

President: **\*\* SEE ATTACHED \*\***

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

Vice President: **\*\* SEE ATTACHED \*\***

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

Secretary: **\*\* SEE ATTACHED \*\***

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

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. **Anthony Grisanti, CFO**

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

Florida Dept. of State Division of Corporations  
Supplemental Schedule

Netsmart New York, Inc.  
List of Officers and Directors  
Corporate ID - 11-3215536

James L. Conway, CEO and Director  
Netsmart Technologies, Inc.  
3500 Sunrise Highway  
Great River, NY 11739

Robert Goodman, Director  
Bessemer Venture Partners  
1865 Palmer Avenue, Suite 104  
Larchmont, NY 10538

Peter Sobilo, Director  
Insight Venture Partners  
680 Fifth Avenue, 8th Floor  
New York, NY 10019

Anthony F. Grisanti, VP, CFO, Treasurer and Secretary  
Netsmart Technologies, Inc.  
3500 Sunrise Highway  
Great River, NY 11739

Lawrence Handen, Director  
Insight Venture Partners  
680 Fifth Avenue, 8th Floor  
New York, NY 10019

Richard Wells, Director  
Insight Venture Partners  
680 Fifth Avenue, 8th Floor  
New York, NY 10019

# Delaware

*The First State*

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETSMART NEW YORK, 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 FEBRUARY, A.D. 2008.

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.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6365899

DATE: 02-06-08