

F88000002545

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATION

FOREIGN PROFIT/NONPROFIT CORPORATION

WebMD health Services Group, Inc

Certificate of Status	0
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Page Count	07
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**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. WebMD Health Services Group, 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. 93-1270422

(FEI number, if applicable)

4. 03/26/1999

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 2701 NW Vaughn Street, Portland, OR 97210

(Principal office address)

669 River Drive, Center 2, Elmwood Park, NJ 07407

(Current mailing address)

8. Provider of health care information technology

(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

By: Juan Grajeda

(Registered agent's signature)

Juan Grajeda
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.

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

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A. DIRECTORS SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Anthony Vuolo

Address: 111 Eighth Avenue

New York, NY 10011

Director: Douglas W. Wamsley

Address: 111 Eighth Avenue

New York, NY 10011

B. OFFICERS SEE ATTACHMENT

President: Wynne Gattinella

Address: 111 Eighth Avenue

New York, NY 10011

Vice President: _____

Address: _____

Secretary: Douglas W. Wamsley

Address: 111 Eighth Avenue, New York, NY 10011

Treasurer: _____

Address: _____

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

13. *Douglas W. Wamsley*
(Signature of Director or Officer listed in number 12 of the application)

14. Douglas W. Wamsley, Vice President
(Typed or printed name and capacity of person signing application)

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**Attachment to Florida
Officers & Directors**

1	Full Name:	Mark Funston
	Officer/Director:	Officer
	Officer's Title:	Executive VP & CFO
	Director's Title:	
	Business Address:	111 Eighth Avenue
	City:	New York
	State:	NY
	ZIP Code:	10011
2	Full Name:	Anthony Vuolo
	Officer/Director:	Officer, Director
	Officer's Title:	Executive VP & COO
	Director's Title:	Other Director
	Business Address:	111 Eighth Avenue
	City:	New York
	State:	NY
	ZIP Code:	10011
3	Full Name:	David J. Schlanger
	Officer/Director:	Officer
	Officer's Title:	Exec. VP - Business Development
	Director's Title:	
	Business Address:	111 Eighth Avenue
	City:	New York
	State:	NY
	ZIP Code:	10011
4	Full Name:	William Pence
	Officer/Director:	Officer
	Officer's Title:	Exec. VP & CTO
	Director's Title:	
	Business Address:	111 Eighth Avenue
	City:	New York
	State:	NY
	ZIP Code:	10011
5	Full Name:	Peter Ancovski

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Officer/Director:	Officer
Officer's Title:	Senior VP - Finance & Asst. Treasurer
Director's Title:	
Business Address:	111 Eighth Avenue
City:	New York
State:	NY
ZIP Code:	10011
6 Full Name:	Lewis Leicher
Officer/Director:	Officer
Officer's Title:	Senior VP - Legal & Asst. Secretary
Director's Title:	
Business Address:	16092 San Dieguito Road
City:	Rancho Santa Fe
State:	CA
ZIP Code:	92067
7 Full Name:	Michael B. Glick
Officer/Director:	Officer
Officer's Title:	Senior VP - Legal & Asst. Secretary
Director's Title:	
Business Address:	669 River Drive, Center 2
City:	Elmwood Park
State:	NJ
ZIP Code:	07407
8 Full Name:	David Dutkus
Officer/Director:	Officer
Officer's Title:	VP - Legal & Asst. Secretary
Director's Title:	
Business Address:	669 River Drive, Center 2
City:	Elmwood Park
State:	NJ
ZIP Code:	07407
9 Full Name:	James McCann
Officer/Director:	Officer
Officer's Title:	VP - Finance
Director's Title:	

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Business Address:	111 Eighth Avenue
City:	New York
State:	NY
ZIP Code:	10011
10 Full Name:	Frank Failla
Officer/Director:	Officer
Officer's Title:	VP - Tax
Director's Title:	
Business Address:	669 River Drive, Center 2
City:	Elmwood Park
State:	NJ
ZIP Code:	07407
11 Full Name:	RoseAnn Stampe
Officer/Director:	Officer
Officer's Title:	VP - Tax
Director's Title:	
Business Address:	669 River Drive, Center 2
City:	Elmwood Park
State:	NJ
ZIP Code:	07407
12 Full Name:	Wayne Gattinella
Officer/Director:	Officer, Director
Officer's Title:	CEO & President
Director's Title:	Director
Business Address:	111 Eighth Avenue
City:	New York
State:	NY
ZIP Code:	10011

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBMD HEALTH SERVICES GROUP, 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 FOURTH DAY OF JUNE, 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: 6636614

DATE: 06-04-08