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2009 DEC 21 A 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 23 2009

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COVER LETTER

2009 DEC 21 A 9:00

TO: New Filing Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Merge Healthcare Incorporated

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Julie Ann B. Schumitsch

Name of Person

Merge Healthcare Incorporated

Firm/Company

6737 West Washington Street, Suite 2250

Address

Milwaukee, Wisconsin 53214-5650

City/State and Zip code

jschumitsch@merge.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann G. Mayberry-French

Name of Person

at (414) 977-4000

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Cop ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

FILED

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.

2004 DEC 21 A 9:00

1. Merge Healthcare Incorporated

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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. 39-1600938

(FEI number, if applicable)

4. October 14, 2008

(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. 6737 West Washington Street, Suite 2250; Milwaukee, WI 53214-5650

(Principal office address)

6737 West Washington Street, Suite 2250; Milwaukee, WI 53214-5650

(Current mailing address)

8. Medical technology software sales and service.

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

Weston, Florida 33331

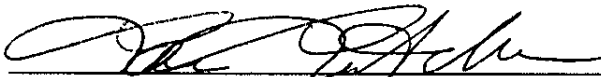
(City)

(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.

NRAI Services, Inc.



(Registered agent's signature)

Laura Lightholder, 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

Chairman: Michael W. Ferro, Jr.

2009 DEC 21 A 9:00

Address: 233 North Michigan Avenue, Suite 2330
Chicago, Illinois 60601

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: Justin C. Dearborn

Address: 6737 West Washington Street, Suite 2250
Milwaukee, Wisconsin 53214-5650

Director: Gregg G. Hartemayer

Address: 6737 West Washington Street, Suite 2250
Milwaukee, Wisconsin 53214-5650

B. OFFICERS

President: Justin C. Dearborn (Chief Executive Officer)

Address: 6737 West Washington Street, Suite 2250
Milwaukee, Wisconsin 53214-5650

Vice President: Ann G. Mayberry-French (Vice President & General Counsel)

Address: 6737 West Washington Street, Suite 2250
Milwaukee, Wisconsin 53214-5650

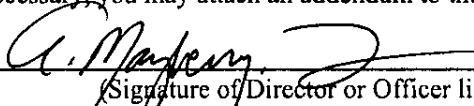
Secretary: Ann G. Mayberry-French

Address: 6737 West Washington Street, Suite 2250; Milwaukee, Wisconsin 53214-5650

Treasurer: Steven M. Oreskovich (Chief Financial Officer & Treasurer)

Address: 6737 West Washington Street, Suite 2250; Milwaukee, Wisconsin 53214-5650

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. Ann G. Mayberry-French, Corporate Secretary
(Typed or printed name and capacity of person signing application)

MERGE HEALTHCARE INCORPORATED,
a Delaware corporation

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DIRECTORS:

<u>Name</u>	<u>Business Address</u>
Dennis Brown	6737 West Washington Street, Suite 2250 Milwaukee, Wisconsin 53214
Justin C. Dearborn	6737 West Washington Street, Suite 2250 Milwaukee, Wisconsin 53214
Michael W. Ferro, Jr.	233 North Michigan, Suite 2330 Chicago, Illinois 60601
Gregg G. Hartemayer	6737 West Washington Street, Suite 2250 Milwaukee, Wisconsin 53214
Richard A. Reck	6737 West Washington Street, Suite 2250 Milwaukee, Wisconsin 53214
Neele E. Stearns, Jr.	6737 West Washington Street, Suite 2250 Milwaukee, Wisconsin 53214

OFFICERS:

<u>Name</u>	<u>Office</u>	<u>Business Address</u>
Justin C. Dearborn	Chief Executive Officer	6737 West Washington Street Suite 2250 Milwaukee, Wisconsin 53214
Steven M. Oreskovich	Chief Financial Officer & Treasurer	6737 West Washington Street Suite 2250 Milwaukee, Wisconsin 53214
Nancy J. Koenig	President, Merge Fusion	6737 West Washington Street Suite 2250 Milwaukee, Wisconsin 53214
Antonia A. Wells	President, Merge OEM	6509 Airport Road Mississauga, Ontario L4V 1S7 Canada
Ann G. Mayberry-French	Vice President, General Counsel & Corporate Secretary	6737 West Washington Street Suite 2250 Milwaukee, Wisconsin 53214
Julie Ann B. Schumitsch	Assistant Corporate Secretary	6737 West Washington Street Suite 2250 Milwaukee, Wisconsin 53214

Delaware

The First State

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2009 DEC 21 A 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERGE HEALTHCARE INCORPORATED" 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 TWELFTH DAY OF NOVEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERGE HEALTHCARE INCORPORATED" WAS INCORPORATED ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2008.

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.

4568523 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7636322

DATE: 11-12-09



FILED

December 11, 2009

2009 DEC 21 A 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Merge Healthcare Incorporated
Filing No. F03000001173

Dear Sir/Madam:

With respect to the change of our state of jurisdiction from Wisconsin to Delaware, enclosed with this correspondence is our Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida (Merge Healthcare Incorporated, a Wisconsin corporation). For the \$35.00 filing fee and the \$8.75 certified copy fee, please utilize the \$43.75 previously submitted to the Florida Department of State that you did not return to us.

Also enclosed with this correspondence is our Application by Foreign Corporation for Authorization to Transact Business in Florida (Merge Healthcare Incorporated, a Delaware corporation), in duplicate, together with our check number 061284 in the amount of \$70.00 with respect to the filing fee of our Application. Included with our Application is our Good Standing Certificate as provided by the Delaware Secretary of State.

If you have any questions regarding this filing, please do not hesitate to contact me directly at 414.977.4397.

Respectfully,

MERGE HEALTHCARE INCORPORATED

Julie Ann B. Schumitsch
Corporate & Regulatory Specialist
Assistant Corporate Secretary

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Enclosures