

Document Number Only

F95000005273

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-11/02/95--01025--008
*****70.00 *****70.00

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

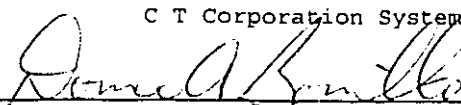
PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. New Health Management Systems, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Pennsylvania
(State or country under the law of which it is incorporated)
3. 23-2821574
(FEI number, if applicable)
4. September 26, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 650 North Main Avenue, Suite 100, Taylor, Pennsylvania 18517
(Current mailing address)
8. See attached purpose clause
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation _____, Florida, 33324
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Dominic A. Borriello, Assistant Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Andrea G. Dawkins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrea G. Dawkins, President
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Foreign Corporation for
Authorization to Transact Business in Florida

8. Purpose Clause of New Health Management Systems, Inc.

This Corporation shall have unlimited power, as a foreign corporation, to engage in and to do any lawful act concerning any or all lawful business for which corporations may be authorized to transact business in the State of Florida.

12. Names and Addresses of Officers and/or Directors:

A. DIRECTORS

Chairman:	None
Vice Chairman:	None
Director:	Ronald A. Halko 401 City Avenue, Suite 315 Bala Cynwyd, PA 19004
Director:	Andrea G. Dawkins 401 City Avenue, Suite 315 Bala Cynwyd, PA 19004

B. OFFICERS

President:	Andrea G. Dawkins 401 City Avenue, Suite 315 Bala Cynwyd, PA 19004
Vice President:	Ronald A. Halko 401 City Avenue, Suite 315 Bala Cynwyd, PA 19004
Secretary:	Andrea G. Dawkins 401 City Avenue, Suite 315 Bala Cynwyd, PA 19004
Treasurer:	Ronald A. Halko 401 City Avenue, Suite 315 Bala Cynwyd, PA 19004



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 05, 1995

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

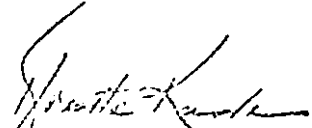
I DO HEREBY CERTIFY THAT,

NEW HEALTH MANAGEMENT SYSTEMS, INC

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.


Secretary of the Commonwealth
PHEG

CORPORATION SYSTEM

F95 000005273

1635 Market Street
Philadelphia, PA 19103
Tel. 215 563 7397
Fax 215 567 1302

June 25, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001882275
-07/02/96--01145--007
*****35.00 *****35.00

RE: IHN/New Health Management Systems, Inc. (Pa)
Order# 566570

Dear Sir/Madam:

We enclose for filing the documents identified below:

<input type="checkbox"/> Incorporation	<input type="checkbox"/> Change of Agent	<input type="checkbox"/> Merger
<input type="checkbox"/> Qualification	<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
	<input type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Dissolution	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Limited Partnership
	<input type="checkbox"/> Domestic	<input type="checkbox"/> Domestic
<input type="checkbox"/> Withdrawal	<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Foreign
<input type="checkbox"/> Other:		

Upon completion return evidence to the undersigned via REGULAR MAIL (return attached). Should you have any questions or problems, please telephone this office at 1-800-622-1428.

SPECIAL INSTRUCTIONS:
FILE UPON RECEIPT IN YOUR OFFICE.

Very truly yours,

Maria T. Chambers

Maria T. Chambers
Customer Specialist

VIA: REGULAR MAIL

N HENDRICKS JUL - 9 1996

FILED
96 JUL - 1 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JUL -1 PM 3 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

President
_____ Title _____



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

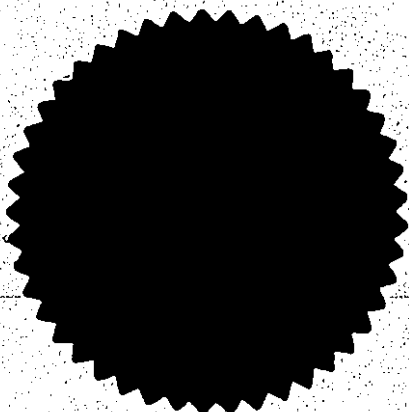
JUNE 13, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

IHN/NEW HEALTH MANAGEMENT SYSTEMS, INC

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in cursive script, likely belonging to the Secretary of the Commonwealth.

Secretary of the Commonwealth

SWAL

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

13

IHN/NEW HEALTH MANAGEMENT SYSTEMS, INC

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2658120

MICROFILM NUMBER: 09641

0694-0695

DUANE MORRIS & HECKSCHER
COUNTER

9641- 694

Microfilm Number _____

Filed with the Department of State on JUN 11 1996

Entity Number 2658120

Gretchen K...

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: New Health Management Systems, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 401 City Avenue Suite 315 Bala Cynwyd PA 19004 Montgomery
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988

4. The date of its incorporation is: September 28, 1985

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

Article 1 of the Articles of Incorporation shall be and read in its entirety as follows:

"1. The name of the corporation is IHN/New Health Management Systems, Inc."

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT OF STATE

9641- 695

DSCB:15-1915 (Rev 91)-2

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 6th day of June, 19 98.

New Health Management Systems, Inc.
(Name of Corporation)

BY:

[Signature]
(Signature)

TITLE: President