

F96000001359

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-03/18/96--01006--005
*****70.00 *****70.00

SUBJECT: TELE PRACTICE, INC.
(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", 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:

STEPHEN D. BRANUM
(Name of Person)

TELE PRACTICE, INC.
(Firm/Company)

4190 BELFORT ROAD SUITE 340
(Address)

JACKSONVILLE, FLORIDA 32216
(City/State/Zip)

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DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

STEPHEN D. BRANUM at (904) 296-8875
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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. TELE PRACTICE, 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. OHIO

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

3. 34-1721097

(FBI number, if applicable)

4. 10-29-92

(Date of Incorporation)

5. PERPETUAL

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

6. HAVE NOT TRANSACTED FIRST BUSINESS TRANSACTION IN FLORIDA

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 4190 BELFORT ROAD SUITE 340

JACKSONVILLE, FLORIDA 32216

(Current mailing address)

8. MARKETING COMPUTER SOFTWARE

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: STEPHEN D. BRANUM

Office Address: 4190 BELFORT ROAD SUITE 340

JACKSONVILLE, FL.

, Florida, 32216

(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.

Stephen D. Brnum
(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: DR. ERNST FERRELL, M.D.

Address: 4130 SALISBURY ROAD, SUITE 1100, JACKSONVILLE, FL. 32216

Vice Chairman: N/A

Address: _____

Director: DR. JAMES FERGUSON

Address: 448 EAST, 6400 SOUTH SUITE 350, SALT LAKE CITY, UTAH 84107

Director: DR. FARROKH ALEMI, Ph.D.

Address: OHIO SAVINGS PLAZA 1801 E. 9th SUITE 500
CLEVELAND, OHIO 44115

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: KOBROSH BEIGIAN

Address: 4190 BELFORT ROAD, SUITE 340
JACKSONVILLE, FL. 32216

SENIOR Vice President: STEPHEN D. BRANUM

Address: 4190 BELFORT ROAD, SUITE 340
JACKSONVILLE, FL. 32216

Secretary: STEVEN KOEGLER

Address: 10151 DEERWOOD PARK BLVD. Bldg #100 SUITE #200
JACKSONVILLE, FL. 32216

Treasurer: STEPHEN D. BRANUM

Address: SAME AS ABOVE

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

13. Stephen D. Brantum
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN D. BRANUM - SENIOR V.P. & TREASURER
(Typed or printed name and capacity of person signing application)

DIRECTOR: STEVEN KOEGLER

10151 DEERWOOD PARK BLVD.

Bldg #100

SUITE #200

JACKSONVILLE, FL 32256

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show TELEPRACTICE, INC., an Ohio corporation, Charter No. 830328, having its principal location in Cleveland, County of Cuyahoga was incorporated on October 29, 1992 and is currently in **GOOD STANDING** upon the records of this office.*

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WITNESS my hand and official
seal at Columbus, Ohio this
29th day of February, A.D. 1996

Bob Taft

Bob Taft
Secretary of State