

F9600000 2366

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Optimizing Services, 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:

James R. Kanter
(Name of Person)

Kilpatrick & Cody
(Firm/Company)

1100 Peachtree Street
(Address)

Atlanta, GA 30309-4530
(City/State/Zip)

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-05/09/96--01122--009
*****70.00 *****70.00

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

James R. Kanter
(Name of Person)

at (404) 815-6077
(Area Code & Daytime Telephone Number)

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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

KILPATRICK & CODY

Suite 2800
1100 Peachtree Street
Atlanta, Georgia 30309-4530

May 1, 1996

Telephone
404 815-6300

Facsimile
404 815-6355

Direct Dial
404 815-6077

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Other Offices
1400 First Union Bank Bldg.
P.O. Box 2043
Augusta, Georgia 30903
Suite 800
700 15th Street, N.W.
Washington, D.C. 20005
68 Pall Mall
London SW1Y 5PS
Avenue Louise 65, bte 3
1050 Brussels

RE: Optimizing Services, Inc. - Authorization to Transact Business in Florida

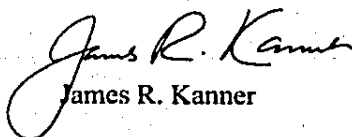
Dear Sir or Madam:

Enclosed please find the following items necessary to authorize Optimizing Services, Inc., to transact business in the State of Florida:

- 1) An Application by Optimizing Services, Inc., for Authorization to Transact Business in Florida.
- 2) A Certificate of Existence for Optimizing Services, Inc.
- 3) A check made payable to the Department of State for the registration fee of \$70.00.

If you have any questions regarding the above, please do not hesitate to call.

Very truly yours,


James R. Kanner

Enclosures

**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. Optimizing Services, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-1742206
(FEI number, if applicable)
4. May 18, 1987
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Transaction of business will occur due to merger with corporation currently
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3715 Northside Parkway, Suite 500
(authorized to do business in Florida.)

Atlanta, Georgia 30327

(Current mailing address)

8. See attached
(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: Amy Dotson

Office Address: OSI, Inc., 1392 N. University Drive, Suite 200B

Ft. Lauderdale, Florida, 33322
(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.

Amy M. Dotson
(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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ADDENDUM

8. The corporation is a corporation for profit and is organized for the following purposes:

- A. To engage in general consulting, software development, and sales management in but not limited to, the healthcare industry.
- B. To engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under the Georgia Corporations Code.

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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: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

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

14. Patrick Buckley, President
(Typed or printed name and capacity of person signing application)

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ADDENDUM

12.A. DIRECTORS OF OPTIMIZING SERVICES, INC.

1. Patrick Buckley
1223 Beech Valley Road
Atlanta, Georgia 30306
2. Evelyn Buckley
2878 Clear Brook Drive
Marietta, Georgia 30068
3. Amy Dotson
5217 Northwest 106th Dr.
Coral Springs, Florida 33076
4. Robert Noel
4668 Bishop Lake Road
Marietta, Georgia 30062
5. Daniel Sullivan
102 Wakefield Drive, N.E.
Atlanta, Georgia 30309-1517

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12.B. OFFICERS OF OPTIMIZING SERVICES, INC.

1. President Patrick Buckley
1223 Beech Valley Road
Atlanta, Georgia 30306
2. Secretary Amy Dotson
5217 Northwest 106th Dr.
Coral Springs, Florida 33076
3. Treasurer Evelyn Buckley
2878 Clear Brook Drive
Marietta, Georgia 30068

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960950223
CONTROL NUMBER : 8712816
DATE INC/AUTH/FILED: 05/18/1987
JURISDICTION : GEORGIA
PRINT DATE : 04/04/1996
FORM NUMBER : 211

PAMELA MORAN
KILPATRICK & CODY
STE 2800-1100 P'TREE ST
ATLANTA GA 30309

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CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

OPTIMIZING SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

