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PROFESSIONAL
FINANCIAL SERVICES

1201 HAYS STREET

ATLANTA, GA 30309

(404) 525-7171
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800-342-8086

3488

96 JUL -9 PM 10 09

HEALTH SYSTEMS INTEGRATION

ACCOUNT NO. : 072100000032

REFERENCE : 005437 4340340

AUTHORIZATION :

COST LIMIT :

Patricia Pyzdek

ORDER DATE : June 28, 1996

ORDER TIME : 2:29 PM

ORDER NO. : 005437

500001888745

CUSTOMER NO: 4340340

CUSTOMER: Mr. Russ Odom
The Compucare Company
12110 Sunset Hills Road
Suite #500
Reston, VA 22090

FOREIGN FILINGS

NAME: HEALTH SYSTEMS INTEGRATION,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

96 JUL -9 AM 8:25
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

LC
7/10/96

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

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Heath Systems Integration, 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. Minnesota 3. 41-0910325
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 1, 1961 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 17, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Heath Systems Integration, Inc.
800A 344th Avenue S. Ste #600
Bloomington MN 55425
(Current mailing address)
8. Sale of Computer hardware, Software and Computer
Related Consulting Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Vicki Schreiber Asst. V.P.
(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.

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

A. DIRECTORS - See attached

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - See attached

President: _____

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

14. David L. Ehrhardt Asst. Secretary
(Typed or printed name and capacity of person signing application)

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THE COMPUCARE COMPANY

Board of Directors

Ronald V. Aprahamian
The Compucare Company
12110 Sunset Hills Road
Reston, VA 22090
703-709-2606
Fax: 703-709-2495

James P. Bradley
Health Systems Integration, Inc.
One Appletree Square, Suite 700
Bloomington, MN 55425
612-858-7911
Fax: 612-858-7978

Glen F. Chatfield
Emprise Technologies
3117 Washington Pike
Bridgeville, PA 15017-1496
412-257-9033, X2364
Fax: 412-257-9012

Ted Connally
Riverton Management Consulting Group
12734 Kenwood Lane, S.W., Suite 96
Fort Myers, FL 33907
941-278-5443
Fax: 941-275-5003

Fazle Husain
Morgan Stanley Venture Partners
1221 Avenue of the Americas
New York, NY 10020
212-703-8316
Fax: 212-703-8957

David Johns
Galen Associates
666 Third Avenue, Suite 1400
New York, NY 10017
212-818-0161
Fax: 212-818-0355

Richard M. Johnston
The Hillman Company
1900 Grant Building
Pittsburgh, PA 15219
412-338-3492
Fax: 412-281-2620

Robert McCormack
Trident Capital, L.P.
190 South LaSalle Street, Suite 2760
Chicago, IL 60603
312-630-5505
Fax: 312-630-5501

Larry Sorrel
Morgan Stanley Venture Partners
1221 Avenue of the Americas
New York, NY 10020
212-703-8476
Fax: 212-703-6422

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OFFICERS

Officers of HSH

Ronald V. Aprahamian
Chairman & CEO
The Compucare Company
12110 Sunset Hills Road
Reston, VA 22090
703-709-2406
Fax: 703-709-2495

James Bradley
President
Health Systems Integration Inc.
Riverview Office Towers Suite 600
8009 34th Ave. South
Bloomington, MN 55425
612-858-7911
Fax: 612-858-7900

Randolph H. Elkins
General Counsel and Secretary
The Compucare Company
12110 Sunset Hills Road
Reston, VA 22090
703-709-2560
Fax: 703-709-2495

John Shade
Senior Vice President
Health Systems Integration Inc.
Riverview Office Towers, Suite #600
8009 34th Ave. South
Bloomington, MN 55425
612-858-7601
Fax: 612-858-7900

James A. Tholen
CFO, Treasurer and Asst. Secretary
The Compucare Company
12110 Sunset Hills Road
Reston, VA 22090
703-742-5382
Fax: 703-709-2495

David E. Ehrhardt
Asst. Secretary
The Compucare Company
12110 Sunset Hills Road
Reston, VA 22090
703-709-2446
Fax: 703-709-2495

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State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Health Systems Integration, Inc.

Date Formed: 05/01/1961

Chapter Governed By: 302A

This certificate has been issued on 07/02/96.



Joan Anderson Grove
Secretary of State.