

FROM : PHSS

PHONE NO. : 904 731 5017

Aug. 29 1997 11:48AM P3

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PHYSICIAN SUPPORT SYSTEMS, INC
(Name of corporation - must include suffix)

W97-25288

100002340661--3

-11/06/97--01101--001

*****78.75 *****78.75

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:

DANA SUANAMAN

(Name of Person)

PSS INC

(Firm/Company)

P.O. Box 127

(Address)

LANDSVILLE PA 17538

(City/State/Zip)

FILED
8 FEB 16 AM 9:45
TALLAHASSEE, FLORIDA

300002426579--6

-02/10/98--01040--001

***2365.00 ***2365.00

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

DANA SUANAMAN

(Name of Person)

at (717) 653-5340

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

2/16



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 6, 1997

DANA SHANAMAN
PSS, INC.
PO BOX 127
LANDISVILLE, PA 17528

SUBJECT: PHYSICIAN SUPPORT SYSTEMS, INC.
Ref. Number: W97000025288

We have received your document for PHYSICIAN SUPPORT SYSTEMS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2365.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 897A00053827



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1998

DANA SHANAMAN
PSS, INC.
PO BOX 127
LANDISVILLE, PA 17528

SUBJECT: PHYSICIAN SUPPORT SYSTEMS, INC.
Ref. Number: W97000025288

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for PHYSICIAN SUPPORT SYSTEMS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since January 1, 1995. You were notified by letter dated November 6, 1997, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$2365.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Freta Lott
Corporate Specialist Supervisor Letter No. 898A00003846

Enclosure

**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. PHYSICIAN SUPPORT 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. DELAWARE (13-3624081) 3. _____
(State or country under the law of which it is incorporated) (FEL number, if applicable)

4. 2-15-96 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 3/95
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. _____
P.O. Box 127 LANOISVILLE PA 17538
(Current mailing address)

8. PHYSICIAN / HOSPITAL BILLING / DATA PROC.
(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 or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1700 SOUTH PINE ISLAND ROAD

PLANTATION, FL 33324, Florida, 33324
(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.

Vicky Goldstein
(Registered agent's signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

11/3/97

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: PETER W. GILSONAddress: (SEE ADDRESS FOR OFFICERS BELOW)Vice Chairman: HAMMON F. POTER III

Address: _____

Director: MORTIMER BERKOWITZ

Address: _____

Director: JEAN M. CAMPBELL

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: PETER W. GILSONAddress: RT 230MT JOY, PA 17552Vice President: HAMMON F. POTER IIIAddress: RT 230MT JOY, PA 17552Secretary: DAVID S. GELLERAddress: RT 230MT JOY, PA 17552

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. David S Geller SR VP - CFO

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

14. DAVID S. GELLER

(Typed or printed name and capacity of person signing application)

FILED
98 FEB 16 AM 9:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHYSICIAN SUPPORT SYSTEMS, INC." 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 ELEVENTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
98 FEB 16 AM 9:45
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

2261246 8300

971303728

AUTHENTICATION:

8646327

DATE:

09-11-97