

# TRANSMITTAL LETTER

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Charles B. Brownlow, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Practice Management Incorporated

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Wisconsin

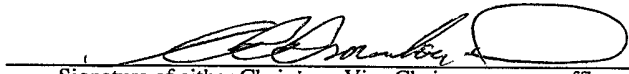
was duly adopted on \_\_\_\_\_, 19 \_\_\_\_\_

Be it resolved, that Practice Management Incorporated  
(Corporate Name)

organized and existing in the State of Wisconsin, hereby adopts the name

Practice Management Incorporated of Wisconsin for use in Florida.

Dated: 3/27/98

  
Signature of either Chairman, Vice Chairman or any officer

Charles B. Brownlow

Type or print name

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

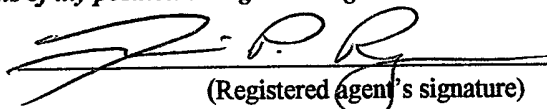
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Practice Management Incorporated  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or Wisconsin 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. Wisconsin 3. 39-1649923  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 19, 1989 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5721 Odana Road, Suite 102  
Madison, WI 53719  
(Current mailing address)
8. Billing Services  
(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: 1200 S. Pine Island Rd.  
Plantation, Florida, 33324  
(Zip code)

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**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.*

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

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

Chairman: Charles B. Brownlow

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

Vice Chairman: Sheryl Brownlow

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

Director: Julie Long

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

Director: Anne Jafferis-Zimmerman

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

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

President: Charles B. Brownlow

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

Vice President: Sheryl Brownlow

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

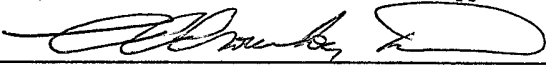
Secretary: Sheryl Brownlow

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

Treasurer: Charles B. Brownlow

Address: 5721 Odana Road, Suite 102, Madison, Wisconsin 53719

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. Charles B. Brownlow, Chairman

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

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United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

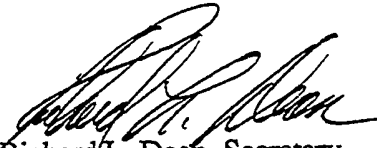
PRACTICE MANAGEMENT INCORPORATED

is a domestic corporation organized under the laws of this state and that its date of incorporation is SEPTEMBER 19, 1989.

I further certify that said corporation has, during its most recently completed report year, filed with this department an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

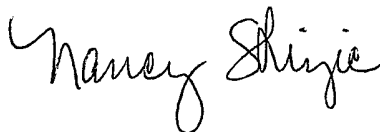
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on MARCH 18, 1998.



  
Richard L. Dean, Secretary

Department of Financial Institutions

BY:



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of

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