



THE UNITED STATES
CORPORATION
C O M P A N Y

F98000003016

ACCOUNT NO. : 072100000032

REFERENCE : 588220 4304937

AUTHORIZATION :

Patricia Pizuth

COST LIMIT : \$ 70.00

95/28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 12:36

ORDER DATE : November 4, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 588220-010

CUSTOMER NO: 4304937

CUSTOMER: Anne T. Leland, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center

900002341309--0

Boston, MA 02111

FOREIGN FILINGS

W97-25372

NAME: DIGITRACE CARE SERVICES, 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: Jon A Bowling

RECEIVED
97 NOV -7 AM 11:29
DIVISION OF CORPORATION

File per
Hart



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

November 7, 1997

CSC

SUBJECT: DIGITRACE CARE SERVICES, INC.
Ref. Number: W97000025372

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DIVISION OF CORPORATIONS
98 MAY 28 PM 12:36

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that DIGITRACE CARE SERVICES, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". Please contact this office concerning the date first transacted business in Florida.

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 \$7165.00.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 397A00054013



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1998

D.W. HAGENBURGER
DIGITREE CARE SERVICES, INC.
286 CONGRESS ST.
BOSTON, MA 02110

SUBJECT: DIGITRACE CARE SERVICES, INC.
Ref. Number: W97000025372

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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 DIGITRACE CARE SERVICES, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1991. You were notified by letter dated November 7, 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 \$7165.00 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.

Jennifer Sindt
Document Examiner Letter No. 998A00003850

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1998

D.W. HAGENBURGER
DIGITRACE CARE SERVICES, INC.
286 CONGRESS ST.
BOSTON, MA 02110

SUBJECT: DIGITRACE CARE SERVICES, INC.
Ref. Number: W97000025372

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DIVISION OF CORPORATIONS
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CERTIFIED MAIL #P 348 067 165 RETURN RECEIPT REQUESTED

This is the Department of State's third request for information to establish the date DIGITRACE CARE SERVICES, INC. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that DIGITRACE CARE SERVICES, INC. has transacted business in Florida since January 1, 1991. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$7165.00 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 598A00018580



May 20, 1998

Assistant General Counsel
Division of Corporations
P.O. Box 6326
Tallahassee, Florida 32314

Ref. Number: w97000025372

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DIVISION OF CORPORATIONS
98 MAY 28 PM 12:36

Dear Attorney York:

At your request I am providing this letter to confirm the dates that DigiTrace Care Services, Inc. transacted business in Florida.

DigiTrace Care Services, Inc. first transacted business in Florida on March 17, 1997 per the Florida Statutes section 607.1501 - 607.1532.

DigiTrace Care Services, Inc. ceased transacting business in Florida on December 15, 1997.

DigiTrace Care Services, Inc. is a Delaware corporation registered to conduct business in Massachusetts. The Company has conducted business in Massachusetts since January 1, 1991.

DigiTrace Care Services, Inc. has had an independent contractor relationship with the Tampa General Hospital since October 5, 1992. The subject relationship does not constitute transacting business within the meaning of subsection 1 of the Florida Statutes Sections 607.1501- 607.1532. The relationship is an enumerated exemption.

I am confident that this letter will clarify the actual dates requested in your letter dated April 8, 1998.

Should you require any additional information, please contact me at the following address or telephone number:

DigiTrace Care Services, Inc.
286 Congress Street
Boston MA 02210

Telephone: (617) 423-4747

Sincerely,

Carl R. Iberger
Treasurer

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. DigiTrace Care 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 10, 1988 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 17, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 286 Congress Street
Boston, MA 02110
(Current mailing address)
8. Development and marketing of neuro physiological and sleep disorder testing services.
(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: 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.

Corporation Service Company

By: Hilma Talley asst Secy
(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: See Attached List of Directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: D.W. Hagenburger

Address: 44 Chevy Chase Road, Worcester, MA 01606

Vice President: Blair Hendrix

Operations Address: 191 Warren Avenue, #2, Boston, MA 02116

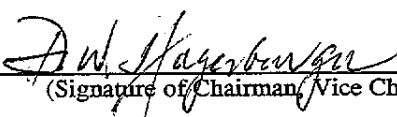
Secretary: Carl R Iberger

Address: 44 Field Brook Road, Madison, CT 06443

Treasurer: Carl R. Iberger

Address: 44 Field Brook Road, Madison, CT 06443

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. D. W. Hagenburger, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 12:35

DIGITRACE CARE SERVICES, INC.

LIST OF OFFICERS AND DIRECTORS

Officers:

President	D. W. Hagenburger 44 Chevy Chase Road Worcester, MA 01606
Vice President of Operations	Blair Hendrix 191 Warren Avenue, #2 Boston, MA 02116
Treasurer & Secretary	Carl R. Iberger 44 Field Brook Road Madison, CT 06443

Directors:

D. W. Hagenburger
44 Chevy Chase Road
Worcester, MA 01606

Marcia T. Bates
BancBoston Ventures
175 Federal Street
Boston, MA 02110

James L. Currie
The Woodlands/Essex Venture Partners
1905 LaSalle Street, Suite 2800
Chicago, IL 60603

James Hoffman
Franklin Venture Capital, Inc.
237 Second Avenue South
Franklin, TN 37064

John R. Ives
10 Pleasant Lane
Lexington, MA 02173

Jerry Myers
890 Scott Drive
Marco Island, FL 34145

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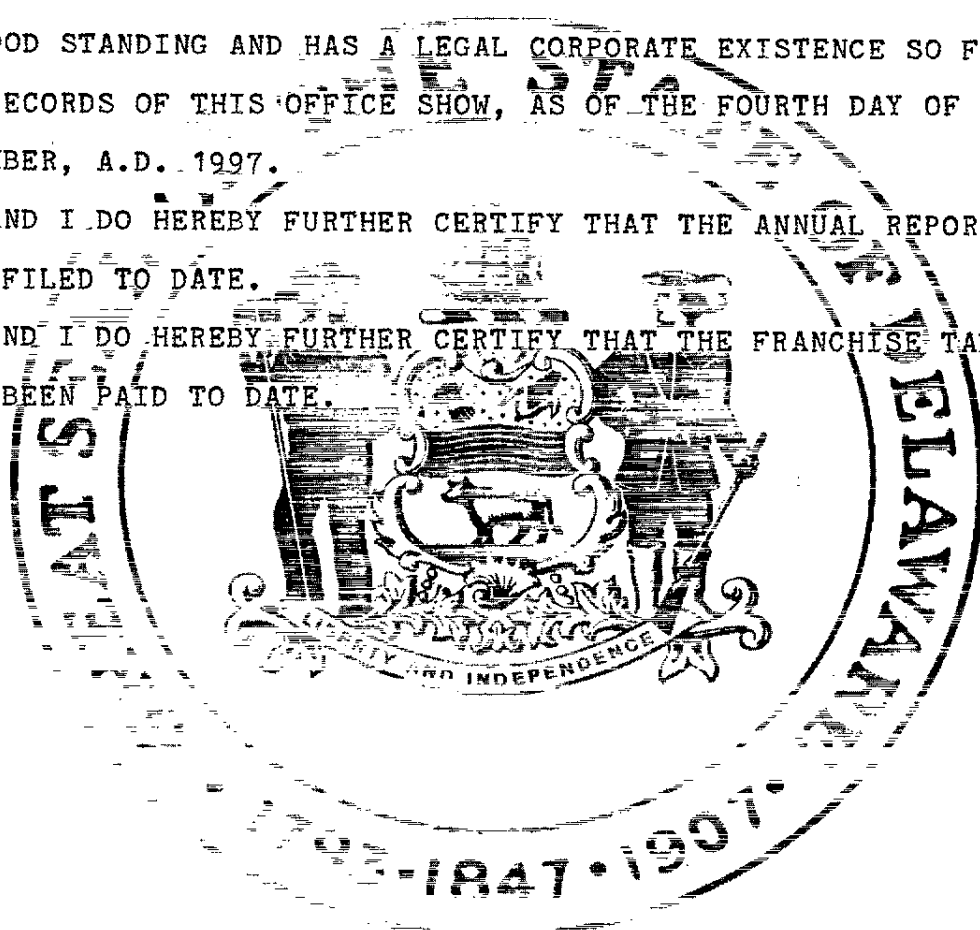
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DIVISION OF CORPORATIONS

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITRACE CARE SERVICES, 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 FOURTH DAY OF NOVEMBER, 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.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 12:36



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8737739

DATE: 11-04-97