

F980000003090

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HealthCARE Revenue Management, INC.
(Name of corporation - must include suffix)

500002526785-2
-05/18/98-01037-005
*****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:

W98-11349

Mr. John C. Bower
(Name of Person)

Healthcare Revenue Management, INC.
(Firm/Company)

3500 W. PETERSON AVE., 3RD FLOOR
(Address)

Chicago, IL 60659
(City/State/Zip)

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

John Bower OR
DAVID HORNING at (773) 463-7900
(Name of Person) (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

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 19, 1998

JOHN C. BOWER
HEALTHCARE REVENUE MANAGEMENT, INC.
3500 W. PATERSON AVE. 3RD FL
CHICAGO, IL 60659

SUBJECT: HEALTHCARE REVENUE MANAGEMENT, INC.
Ref. Number: W98000011349

We have received your document for HEALTHCARE REVENUE MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please insert the principle place of business address in number seven of the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 998A00027812

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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. Healthcare Revenue Management, 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. 36-4133339
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 10, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. NONE 3500 W. Peterson Ave. 3rd Floor
Chicago, IL 60659
(Current mailing address)

8. Accounts Receivable management services (medical)
(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: Corporation Service Company

Office Address: 1201 HAYS ST.

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: [Signature]
(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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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: HENRY ShigEKANE

Address: 4579 Aukai AVE
Honolulu, HI 96816

Vice Chairman: _____

Address: _____

Director: JULIANA L. Sullivan

Address: 3500 W. Peterson AVE., 3RD Floor
Chicago, IL 60659

Director: John C. Bower

Address: 3500 W. Peterson AVE., 3RD Floor
Chicago, IL 60659

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

President: JULIANA L. Sullivan

Address: 3500 W. Peterson AVE., 3RD Floor
Chicago, IL 60659

Vice President: Kurt G. Rittenburg

Address: 3500 W. Peterson AVE., 3RD Floor
Chicago, IL 60659

Vice President:
Secretary: Bruce W. Jacobs

Address: 225 E. 16th AVE., Suite 700
Denver, CO 80203

~~CFO~~ ~~Treasurer~~ / SECRETARY: John C. Bower

Address: 3500 W. Peterson AVE., 3RD Floor
Chicago, IL 60659

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. John C. Bower

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

14. Chief Financial officer / Secretary

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

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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 "HEALTHCARE REVENUE MANAGEMENT, 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 SEVENTEENTH DAY OF APRIL, A.D. 1998.

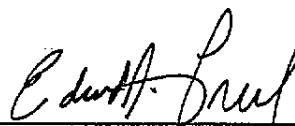
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Edward J. Freel, Secretary of State
9031294

AUTHENTICATION: 04-17-98

DATE: