

F980000004358



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 881852 4312830

AUTHORIZATION

*Patricia Pigut*

COST LIMIT : \$ 70.00

ORDER DATE : July 6, 1998

ORDER TIME : 2:29 PM

ORDER NO. : 881852-005

CUSTOMER NO: 4312830

CUSTOMER: Ms. Nikki Barbes  
Fenwick & West  
Building 2  
Two Palo Alto Square  
Palo Alto, CA 94306

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*mtm*

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FOREIGN FILINGS

000002583640--4

NAME: HEALTH HERO NETWORK, INC.

W98-15574

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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98 JUL 30 PM 12:08  
DIVISION OF CORPORATION

July 9, 1998

CSC

**RESUBMIT**

Please give original  
submission date as file date

SUBJECT: HEALTH HERO NETWORK, INC.  
Ref. Number: W98000015574

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

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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: 898A00036661

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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. Health Hero Network, 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. California  
(State or country under the law of which it is incorporated)
3. 770207109  
(FEI number, if applicable)
4. 12/16/1988  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. February 24, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2570 W. El Camino Real, Suite 111

Mountain View, CA 94040  
(Current mailing address)

8. Agreement with a Florida independent consultant  
(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 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.*

 Karen B. Rozar, As Its 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.

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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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_


Address: \_\_\_\_\_

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**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.

**STEPHEN J. BROWN, PRESIDENT AND CHIEF EXECUTIVE OFFICER**

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

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

**A. DIRECTORS**

Director:	Stephen J. Brown Health Hero Network, Inc. 2570 W. El Camino Real, Suite 111 Mountain View, CA 94040
Director:	James E. McClurg 2030 Surfside Drive Lincoln, NE 68528
Director:	Charles P. Rose, Jr. 499 Park Avenue, 15th Floor New York, NY 10022-1240
Director:	Allen D. Petersen 2800 W. Higgins Road, Suite 835 Hoffman Estates, IL 60195
Director:	William F. Wright Amcon 1431 Stratford Court Del Mar, CA 92014
Director:	Phyllis I. Gardner 618 Miranda Avenue Stanford, CA 94305

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**B. OFFICERS**

President/Chief Executive Officer:	Stephen J. Brown Health Hero Network, Inc. 2570 W. El Camino Real, Suite 111 Mountain View, CA 94040
Vice President, Operations and Chief Technical Officer:	Mitch Allen 14231 Paul Avenue Saratoga, CA 95070
Secretary:	Joel D. Kellman Fenwick & West LLP Two Palo Alto Square Palo Alto, CA 94306

Chief Financial  
Officer:

John O'Reilly  
Health Hero Network, Inc.  
2570 W. El Camino Real, Suite 111  
Mountain View, CA 94040

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# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 16th day of December, 19 88,

HEALTH HERO NETWORK, INC. (#1506195)

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

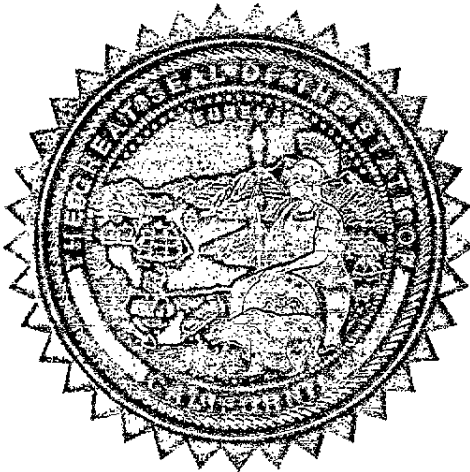
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

July 6, 1998



*Bill Jones*

Secretary of State

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