

Document Number Only

F980000006096

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

300002679133-2
-11/03/98-01050-025
*****70.00 *****70.00

CORPORATION(S) NAME

Behavioral Technology, Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | <input type="checkbox"/> Call When Ready |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | | |
| <input checked="" type="checkbox"/> Walk In | | |
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JOEY

11/3/98

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. Behavioral Technology, 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

(State or country under the law of which it is incorporated)

3. 04-3413185

(FEI number, if applicable)

4. February 6, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 67 Batterymarch Street, Suite 600, Boston, Massachusetts 02110

(Current mailing address)

8. Corporate training and development.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Patricia A. Canaris

(Registered Agent's signature) (Officer)
SPECIAL ASSISTANT SECRETARY

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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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Rajiv Bhatt, Secretary
(Typed or printed name and capacity of person signing application)

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Behavioral Technology, Inc.
Directors and Officers

Directors

Paul C. Green, Ph.D.
6260 Poplar Avenue
Memphis, TN 38119

John H. Zenger
6260 Poplar Avenue
Memphis, TN 38119

Rajiv Bhatt
67 Batterymarch Street, Suite 600
Boston, MA 02110

Officers

TITLE

OFFICER

Chairman of the Board

Paul C. Green, Ph.D.
6260 Poplar Avenue
Memphis, TN 38119

President

Thomas McKenzie
6260 Poplar Avenue
Memphis, TN 38119

Treasurer

Rajiv Bhatt
67 Batterymarch Street, Suite 600
Boston, MA 02110

Secretary

Rajiv Bhatt
67 Batterymarch Street, Suite 600
Boston, MA 02110

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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 "BEHAVIORAL TECHNOLOGY, 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 TWENTY-SIXTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -3 PM 12: 26



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9372015

DATE: 10-26-98