

F99000001702

DoctorHQ.com, Inc.

8891 West Sunrise Blvd.
Plantation, Florida 33322
(954) 473-1944

March 29, 1999

Department of State
State of Florida
Division of Corporations
Qualifying Section
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/30/99--01073--001
*****70.00 *****70.00

Please accept and file the enclosed application for foreign corporation for authorization to transact business in the State of Florida.

DoctorHQ.com, Inc. is a Delaware corporation and, in this regard, enclosed is a copy of the Corporate Articles and Certificate of Good Standing along with a check for \$70.00 for applicable filing fees.

Please return in the enclosed FedEx package and a copy of the qualification.

Thank you for your assistance and quick response.

Sincerely,
DoctorHQ.com, Inc.

Joseph Y. Zumwalt
Joseph Y. Zumwalt
President

J/c

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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. **DoctorHQ.com, Inc.**

(Name of corporation: must include the word "INCORPORATED," "COMPANY,"
"CORPORATION" or words or abbreviations of like import in language as will clearly
indicated 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. FEI #: 65-0905489

(FEI number, if applicable)

4. March 2, 1999

(Date of incorporation)

5. Perpetual

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

6. March 2, 1999

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.1501, F.S.))

7. **DoctorHQ.com, Inc.**

8891 West Sunrise Blvd.
Plantation, Florida 33322
(Current mailing address)

8. The Company is engaged in developing operations within the healthcare industry
through the use of Internet-based transaction and information services. The
Company provides solutions that improve practice management, create personal
and business efficiencies, and enhance the quality of patient care throughout the
healthcare industry and for any other lawful pursuit.

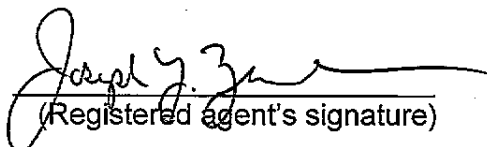
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street of Florida registered agent:

Name: Joseph Y. Zumwalt
Office Address: 8891 West Sunrise Blvd.
Plantation, Florida 33322

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 agent to act in this capacity. I further agree to comply with 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 positions as registered agent.*


(Registered agent's signature)

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11. Attached is a certificate (Exhibit A) of existence duly authenticated, not more than 90 days prior to delivered 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: Joseph Y. Zumwalt
Address: 8891 West Sunrise Blvd.
Plantation, Florida 33322

Vice Chairman:
Director:
Address:

Director:
Address:

B. OFFICERS

President: Joseph Y. Zumwalt
Address: 8891 West Sunrise Blvd.
Plantation, Florida 33322


Vice President:
Address:

Secretary: Joseph Y. Zumwalt
Address: 8891 West Sunrise Blvd.
Plantation, Florida 33322

Treasurer:
Address:

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TALLAHASSEE FLORIDA

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 above of the application)

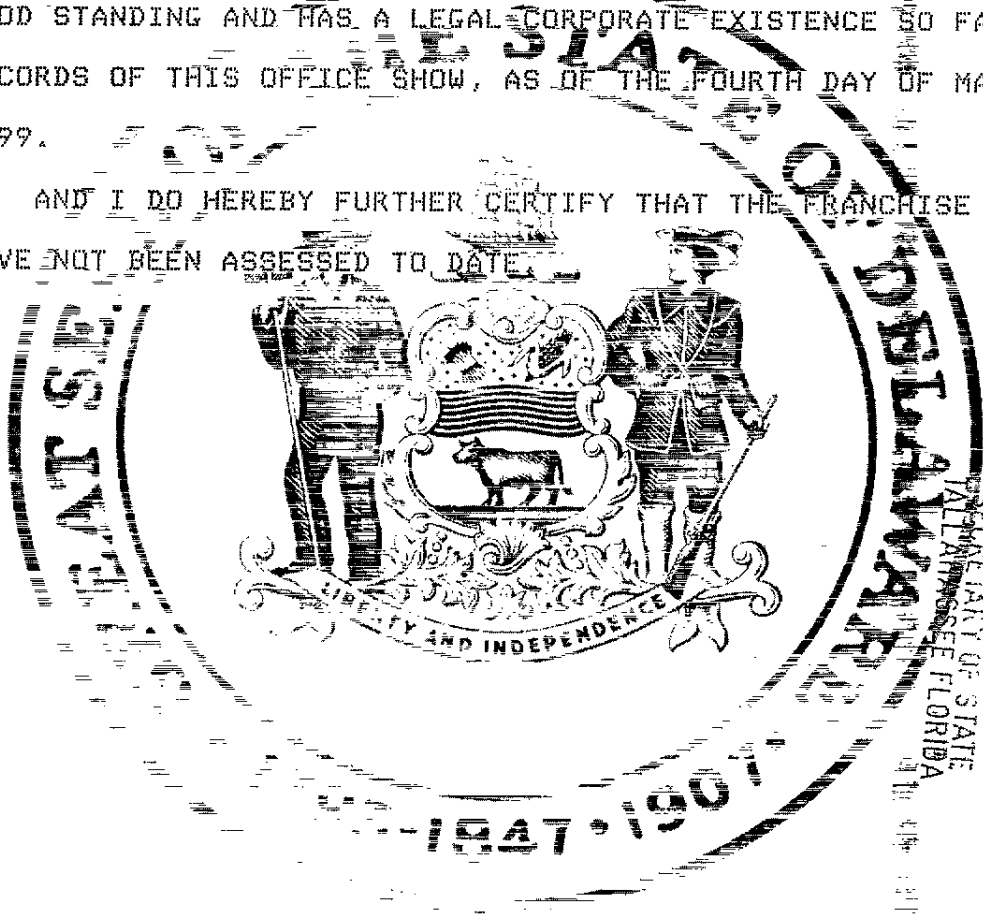
14. Joseph Y. Zumwalt, President and Chairman
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOCTORHQ.COM, 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 MARCH, A.D. 1999.

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



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SECRETARY OF STATE
JALANUSSE FLORENCE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9610629

03-04-99