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Florida Department of State
Division of Corporations
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From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD-LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FOREIGN PROFIT QUALIFICATION

PRCNETCARE.COM, INC.

Certificate of Status	0
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FAX AUDIT NO. H99-8086

**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. PRONETCARE.COM, 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. 65-0906007
(FEI number, if applicable)4. 02-04-99
(Date of incorporation)5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")6. As of the date of filing of this application with the Secretary of State of Florida.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)7. c/o Precision Response Corporation, 1505 N.W. 167th Street, 4th Floor
Miami, Florida 33169
(Current mailing address)8. To engage in any lawful act or activity for which a foreign corporation may transact business in the state of Florida under the laws of the state of Florida.
(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: Richard D. MondreOffice Address: c/o Precision Response Corporation
1505 N.W. 167th Street, 4th Floor
Miami, Florida, 33169
(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.


(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.

Prepared by:

Paul J. Durlam, Esq.
Florida Bar No. 0146617
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131
Tel. 305-374-7580

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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: Please See Addendum 1 attached hereto

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Please See Addendum 1 attached hereto

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.

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

14. Richard D. Mondre, Secretary

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

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ADDENDUM 1

OFFICERS AND DIRECTORS OF
PRCNETCARE.COM, INC.

Officers

Name

Office(s)

Mark J. Gordon	Chairman of the Board
David L. Epstein	Chief Executive Officer
Richard N. Ferry, Jr.	President
Richard D. Mondre	Executive Vice President, General Counsel and Secretary
Paul M. O'Hara	Executive Vice President - Finance and Chief Financial Officer
Joseph E. Gillis	Treasurer

Board

Mark J. Gordon
David L. Epstein
Richard D. Mondre

Address for all of above officers and directors is:

Precision Response Corporation
1505 N.W. 167th Street
4th Floor
Miami, Florida 33169

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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 "PRCNETCARE.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 FEBRUARY, A.D. 1999.

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

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

9558584

DATE:

02-04-99

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