

# F99000002598

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

400002881154--1

-05/20/99--01061--004

\*\*\*\*\*70.00 \*\*\*\*\*70.00

400002881154--1

-05/20/99--01061--005

\*\*\*\*\*8.75 \*\*\*\*\*8.75

*Accent Health, Inc.*

*d-b-a*

*Accent Health of P. Delaware, Inc.*

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of State

☐ Limited Liability Partnership

☐ Photo Copies

☐ UCC-1

☐ Certified Copy

☒ UCC-3

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie

MAY 20

*AS/20/99*

99 MAY 20 AM 11:22

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| Acknowledgment    |
| W.P. Verifier     |




**RESOLUTION OF BOARD OF DIRECTORS**

I, the undersigned Richard E. Ruth, do hereby certify that this Resolution of the Board of Directors of AccentHealth, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on

Resolved, that AccentHealth, Inc. organized and existing in the state of Delaware, hereby adopts the name AccentHealth of Delaware, Inc. for use in Florida.

Dated:

  
Richard E. Ruth, Secretary

**FILED**  
99 MAY 20 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(FLA. -2091 - 4/5/95)  
CTS/jmm



## 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. AccentHealth, 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. applied for  
(FEI number, if applicable)
4. April 27, 1999  
(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 817.155, F.S.))
7. 2203 North Lois Avenue, Suite 1100, Tampa, Florida 33607  
  
(Current mailing address)
8. The company delivers health care related information in an integrated, multi-media offering of video, print and internet products.  
(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

Kevin J. Gallagher

(Registered agent's signature) (Officer)

Kevin J. Gallagher, Asst. VP

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA



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

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

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

13. Richard E. Ruth  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard E. Ruth, Secretary  
(Typed or printed name and capacity of person signing application)

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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: \_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA



AccentHealth, Inc  
Officers and Board of Directors

| NAME/POSITION  | ADDRESS  | PHONE   | FAX   | E-MAIL                  | HOME ADDRESS  |
|--|--|---|---|-------------------------|---|
| Berg, Jeff<br>Chairman                               | Maindior Capital Management<br>200 First Avenue North #206<br>St. Petersburg, FL 33710     | (727)898-9300<br>(813)20-7444 Cell<br>Puerto Rico (787)823-5542 | (727)822-4001   | jeffb@matadorcap.com    | 3419 Bayshore Blvd. NE<br>St. Petersburg, FL 33703      |
| Chadwick, John<br>Director                           | Richland Ventures<br>200 31st Avenue N. Suite 200<br>Nashville, TN 37203-1205              | (615)383-8030<br>Pgr 800-517-6182<br>(615)385-5844 Home         | (615)269-0463<br>(615)385-5845 Home                       | je@richven.com          | 3630 Knollwood Rd.<br>Nashville, TN 37215               |
| Gauthier, Henry<br>(Hank)<br>Director                | 1359 Chelsea Drive<br>Los Altos, CA 94024-5726   | (650)961-7222<br>(650)385-8469 cell<br>(813)626-6269 Carmel     | (650)651-1517   | hank@gauthier.net       | 1359 Chelsea Drive<br>Los Altos, CA 94024-5726          |
| Harms, Beverly<br>Director                           | Communications Equity Assoc.<br>101 E. Kennedy Blvd. #3300<br>Tampa, FL 33602              | (813)226-8844 ext 1129<br>(941)952-0808 Home                    | (813)225-1513<br>(941)952-0909                            | blarms@ceaworldwide.com | 340 South Palm Ave., Unit 152<br>Sarasota, FL 34236     |
| Taylor, Gregory N.<br>(Greg)<br>Director             | Blue Chip Venture Company<br>250 East Fifth Street Suite 1100<br>Cincinnati, OH 45202-4163 | (513)723-2318<br>(513)315-3260 Cell<br>(513)965-0251 Home       | (513)723-2306   | greg@bcvc.com           | 618 Yale Avenue<br>Terrace Park, OH 45174-1136          |
| Wrenn, Grover<br>CEO, President                      | AccentHealth, Inc.<br>2209 N. Lois Ave Suite 1100<br>Tampa, FL 33607                       | (813)349-7100<br>(800)252-6860 Pgr.<br>(727)906-0220            | (813)349-7200<br>(727)906-0660 Home<br>(813)303-5797 Cell | wrennge@aol.com         | 5240 62nd Avenue South<br>St. Petersburg, FL 33715-2403 |
| Ruth, Richard<br>Sr. VP, CFO<br>Secretary, Treasurer | AccentHealth, Inc.<br>2203 N Lois Ave Suite 1100<br>Tampa, FL 33607                        | (813)349-7100<br>(813)340-6872 Cell<br>(813)681-1946 Home       | (813)349-7200   | r.ruth@accenthealth.com | 2109 Arbor Oaks Drive<br>Valrico, FL 33594              |

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 17, 1999



*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCENTHEALTH, 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 NINETEENTH DAY OF MAY, A.D. 1999.

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

FILED  
99 MAY 20 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

3035449 8300

991199093

AUTHENTICATION:

9753086

DATE:

05-19-99