

# F99000002598



FILED  
02 APR 11 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 520147 4326542

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 35.00

ORDER DATE : April 9, 2002

ORDER TIME : 9:54 AM

ORDER NO. : 520147-005

CUSTOMER NO: 4326542

CUSTOMER: Anne E. Holman, Legal Asst  
Shaw Pittman  
1650 Tysons Boulevard

Mc Lean, VA 22102-4832

RECEIVED  
02 APR 11 PM 10:21  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ACCENTHEALTH, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

800005253798- -4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

*N.C.*  
C. Coullatte JUN 11 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 11, 2002

CSC  
ATTN: DEBORAH  
TALLAHASSEE, FL

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: ACCENTHEALTH OF DELAWARE, INC.  
Ref. Number: F99000002598

We have received your document for ACCENTHEALTH OF DELAWARE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 102A00021432

RECEIVED  
02 JUN 11 PM 4:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Accenthealth, Inc.  
Name of corporation as it appears on the records of the Department of State.

2. Delaware  
Incorporated under laws of

3. May 20, 1999  
Date authorized to do business in Florida

FILED  
02 APR 11 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGE§)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 12, 2000

5. Axolotl Corp.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

n/a  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a  
New Jurisdiction

  
Signature

April 2, 2002  
Date

Richard E. Ruth  
Typed or printed name

Secretary  
Title

# Delaware

PAGE 1

## *The First State*

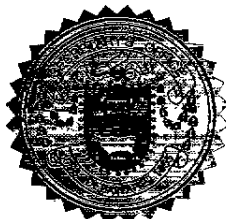
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ACCENTHEALTH, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AXOLOTL CORP.", THE TWELFTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AXOLOTL CORP." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3035449 8320

AUTHENTICATION: 1713046

020229021

DATE: 04-10-02

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING**  
**OF THE BOARD OF DIRECTORS**  
**OF AXOLOTL CORP.**

In lieu of a Special Meeting of the Board of Directors of Axolotl Corp., a Delaware corporation (the "Corporation"), the undersigned, constituting all the Directors of the Corporation, in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent in writing to the adoption of the following resolutions, such resolutions to have effect as if adopted at a duly held meeting of the Board of Directors of the Corporation:

**Authorization Re: Fictitious Name**

**WHEREAS:** In order to reflect the name change of the Corporation in the State of Florida from "Accenthealth, Inc." to "Axolotl Corp." the Corporation must file an amendment to its Certificate of Authority reflecting such change; and

**WHEREAS:** The name "Axolotl Corp." is not available for use in the State of Florida and the State of Florida is requiring the Corporation to adopt a fictitious name for use in the State of Florida before the amendment to its Certificate of Authority will be accepted;

**NOW, THEREFORE, BE IT**

**RESOLVED:** That the Board of Directors hereby approves and authorizes the use of the fictitious name of "Axolotl Health Systems, Inc." for use in the State of Florida.

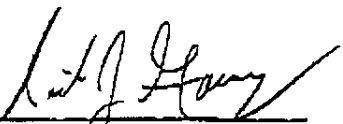
**RESOLVED FURTHER:** That the officers of the Corporation (or any of them) are hereby authorized in the name and on behalf of the Corporation to execute and deliver all such other instruments and documents and take all such actions as such officer(s) shall determine to be necessary or appropriate to carry out the intent and purpose of the foregoing resolution; and

**RESOLVED, FURTHER:** That all actions heretofore taken consistent with the purposes and intent of the foregoing resolution be, and are, in all respects, hereby ratified, approved, confirmed and adopted

*[signature page follows]*

**IN WITNESS WHEREOF**, the undersigned members of the Board, by signing this written consent, waive notice of the time, place and purpose of such Special Meeting of the Board and agree to the transaction of the business of such Special Meeting by written consent of the undersigned members of the Board in lieu of such meeting. This instrument may be executed in counterparts.

Dated: June 7, 2002

  
Richard J. Ganong, Jr.

\_\_\_\_\_  
Ernest E. Keer

\_\_\_\_\_  
Jerrold L. Morrison

\_\_\_\_\_  
Jack Tyrrell

\_\_\_\_\_  
Raymond Scott

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Dated. June 7, 2002

Richard J. Ganong, Jr.



Ernest E. Keer

Document signed by  
Ernest E. Keer  
On 06/07/2002 at 11:00 AM  
Date 06/07/2002 by 21  
All other members

Jerrold L. Morrison

Jack Tyrrell

Raymond Scott

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Dated: June **7** 2002

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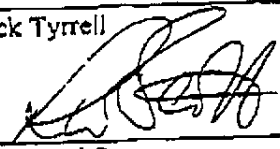
Dated: June 7, 2002

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