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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Podiumed National, Inc.

100002884751--4

-05/25/99--01002--010

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

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TALLAHASSEE, FLORIDA

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JEFFREY D. BUTTERFIELD

APR 25 1999

# 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. PodiaMed National, 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

(FEI number, if applicable)

4. December 21, 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 817.155, F.S.))

7. 350 Main Street, Suite 14, Malden, Massachusetts 02148

(Current mailing address)

8. Provide Management Services.

(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

(Registered agent's signature) (Officer)

**SPECIAL ASSISTANT SECRETARY**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: Barry Barresi

Address: 350 Main Street, Suite 14

Malden, Massachusetts 02148

Director: \_\_\_\_\_

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

B. OFFICERS

President: Barry Barresi

Address: 350 Main Street, Suite 14

Malden, Massachusetts 02148

Vice President: Kathy Wood

Address: 350 Main Street, Suite 14

Malden, Massachusetts 02148

Secretary: Daniel T. Smith

Address: 350 Main Street, Suite 14

Malden, Massachusetts 02148

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TALLAHASSEE, FLORIDA

Treasurer: Daniel T. Smith

Address: 350 Main Street, Suite 14

Malden, Massachusetts 02148

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

13. *Daniel T. Smith*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. *Daniel T. Smith - Secretary / Treasurer*  
(Typed or printed name and capacity of person signing application)

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

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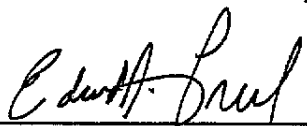
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PODIAMED NATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

2973593 8300

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AUTHENTICATION:

9747901

DATE:

05-17-99