

**CORPORATE
ACCESS,
INC.**

F99000002987

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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X **FILING**

for. qual.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 10 PM 12:32

1.) Network Health Services, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

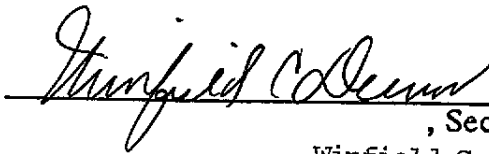
SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

, Secretary of ^{Network Health}
^{Services, Inc.} a corporation duly organized under the laws
of the State of Tennessee, does hereby certify that the following is a true and correct
copy of a resolution of the Board of Directors of said corporation, adopted at a special
meeting held on the 8 day of June, 1999

"RESOLVED, that, inasmuch as this corporation desires
to transact business in the State of Florida, and
inasmuch as the Board of Directors has been advised
that the name of this corporation is not available for
corporate use in the State of Florida, this corporation
adopt the alternate name Total eMed.com, Inc. for
use in transacting business in the State of Florida
pursuant to Section 607.1506, Florida Business
Corporation Act; and

"FURTHER RESOLVED, that the officers of the
corporation be and hereby are authorized and directed
to cause any and all required documents to be prepared,
executed, and filed so that this corporation may obtain
a Certificate of Authority pursuant to the Florida
Business Corporation Act, and to cause this corporation
to use the said alternate name in the transaction of
business in the State of Florida."


_____, Secretary
Winfield C. Dunn

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**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. Network Health Services, 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. TN 3. 62-1731371
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 4, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 5301 Virginia Way, Suite 250
Brentwood, TN 37207

(Current mailing address)

8. medical record transcription 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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

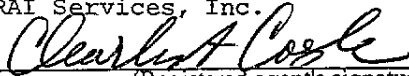
Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(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.

NRAI Services, Inc.



(Registered agent's signature)

Charles A. Coyle - Assistant Secretary

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.

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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: John H. Dayani, Sr., Ph.D.

Address: 5301 Virginia Way, Suite 250 Brentwood, TN 37207

Secretary/Vice Chairman: Gov. Winfield C. Dunn

Address: 5301 Virginia Way, Suite 250 Brentwood, TN 37207

Director: Deborah A. Guthrie

Address: 5301 Virginia Way, Suite 250 Brentwood, TN 37207

Director: Joseph Kelly, Jr.

Address: 5301 Virginia Way, Suite 250 Brentwood, TN 37207

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

President: Richard D. Rehm, M.D.

Address: 5301 Virginia Way, Suite 250 Brentwood, TN 37207

SR Vice President: Ted MacDonald

Address: 5301 Virginia Way, Suite 250, Brentwood, TN 37207

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. SR U-P FINANCE, CFO
(Typed or printed name and capacity of person signing application)

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Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/04/1999

REQUEST NUMBER: 99155546

TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/04/1998

STATUS: ACTIVE

CORPORATE EXPIRATION DATE: PERPETUAL

CONTROL NUMBER: 0346865

JURISDICTION: TENNESSEE

TO:
HARWELL HOWARD HYNE GABBERT & MANNER, PC
315 DEADERICK STREET
AT: HALLEY WALTON
NASHVILLE, TN 37238-1800

REQUESTED BY:
HARWELL HOWARD HYNE GABBERT & MANNER, PC
315 DEADERICK STREET
AT: HALLEY WALTON
NASHVILLE, TN 37238-1800

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"NETWORK HEALTH SERVICES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/04/99

FROM:
HARWELL HOWARD HYNE GABBERT & MANNER
BX 2960 315 DEADRICK
1800 1ST AMER CTR
NASHVILLE, TN 37238-1800

RECEIVED: FEES
\$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002505031
ACCOUNT NUMBER: 00000511



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE