

F990000003277



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 244100 4319229

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 18, 1999

ORDER TIME : 8:14 AM

ORDER NO. : 244100-045

CUSTOMER NO: 4319229

CUSTOMER: Mr. Robert F. Price  
Hbo & Company Legal Department  
5995 Windward Parkway

Alpharetta, GA 30005

FILED  
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DIVISION OF CORPORATIONS  
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FOREIGN FILINGS

W99-12414

700002888047--7

NAME: HBO & COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

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99 MAY 27 AM 10:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

JUN 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 27, 1999

CSC

SUBJECT: HBO & COMPANY  
Ref. Number: W99000012414

**RESUBMIT**

Please give original  
submission date as file date

We have received your document for HBO & COMPANY and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 599A00029260

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ALBANY

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Jay M. Lapine, do hereby certify

that this Resolution of the Board of Directors of HBO & Company

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on June 15, 1999.

Be it resolved, that HBO & Company

(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

McKesson HBOC Information for use in Florida.  
Technology Business, Inc.

Dated: June 18, 1999

Jay M. Lapine  
Signature of either Chairman, Vice Chairman or any officer

ASS'T SEC

Jay M. Lapine  
Type or print name

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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. HBO & Company  
(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. 37-0986839  
(FEI number, if applicable)
4. November 18, 1974  
(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. c/o HBO & Company, 5995 Windward Parkway  
Alpharetta , GA 30005  
(Current mailing address)  
Development and marketing of healthcare software and related services. To engage in any act or activity for which corporations may be organized.
8. \_\_\_\_\_  
(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: Corporation Service Company  
  
Office Address: 1201 Hays Street  
  
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.*

Corporation Service Company

By: Deborah H. Skipper as 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.

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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: See attached officers/directors rider

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

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

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

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

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

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

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

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

President: See attached officers/directors rider

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

14. Jay Lapine, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

HBO & Company

### List of Officers

**Name:** Albert J. Bergonzi **Title:** President & CEO  
**Bus. Addr.:** c/o HBO & Company 5995 Windward Parkway, Alpharetta, GA 30005

**Name:** Jay M. Lapine **Title:** Assistant Secretary  
**Bus. Addr.:** c/o HBO & Company 5995 Windward Parkway, Alpharetta, GA 30005

**Name:** David Held **Title:** Treasurer  
**Bus. Addr.:** c/o HBO & Company 5995 Winward Parkway, Alpharetta, GA 30005

### List of Directors

**Name:** Albert J. Bergonzi **Term:** Mar 31, 2000  
**Bus. Addr.:** c/o HBO & Company 5995 Windward Parkway, Alpharetta, GA 30005

**Name:** Charles W. McCall **Term:** Mar 31, 2000  
**Bus. Addr.:** c/o HBO & Company 5995 Windward Parkway, Alpharetta, GA 30005

**Name:** Ivan D. Myerson **Term:** Mar 31, 2000  
**Bus. Addr.:** c/o McKesson HBOC, Inc. One Post Street, San Francisco, CA 94104

**Name:** Mark A. Pulido **Term:** Mar 31, 2000  
**Bus. Addr.:** c/o McKesson HBOC, Inc. One Post Street, San Francisco, CA 94123

**Name:** Kristina Veaco **Term:** Mar 31, 2000  
**Bus. Addr.:** c/o McKesson HBOC, Inc. One Post Street, San Francisco, CA 94104

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HBO & COMPANY" 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 TWENTY-FIFTH 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.



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991207942

9765020  
05-25-99  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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