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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

E MED GROUP, Inc

000002973860--6

-08/30/99--01111--012

*****8.75 *****8.75

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*****70.00 *****70.00

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Jeffrey Butterfield

8/30/99

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. eMed Group, 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. 06-1530460 (FEI number, if applicable)

4. November 2, 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. 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431
(Current mailing address)

8. computer related 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: C T CORPORATION SYSTEM

Office Address: 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 PATRICIA A. CANARIO, SPECIAL ASSISTANT SECRETARY
(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: Guy B. Snowden

Address: 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431

Vice Chairman: None

Address: _____

Director: George D. Caruolo

Address: 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431

Director: Donald Snyder

Address: 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431

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

President: Paul Averill

Address: 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431

Vice President: None

Address: _____

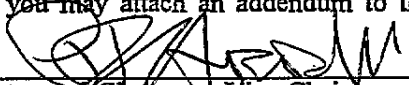
Secretary: Victor Markowitz

Address: 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431

Treasurer: Donald Snyder

Address: 2790 North Federal Highway, Fourth Floor, Boca Raton, FL 33431

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

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

14. Paul Averill, President
(Typed or printed name and capacity of person signing application)

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eMed Group, Inc.

Additional Directors

Victor Markowitz
2790 North Federal Highway, Fourth Floor
Boca Raton, FL 33431

Gerald Rubin
2790 North Federal Highway, Fourth Floor
Boca Raton, FL 33431

Michael Tessarowicz
2790 North Federal Highway, Fourth Floor
Boca Raton, FL 33431

Paul Averill
2790 North Federal Highway, Fourth Floor
Boca Raton, FL 33431

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State of Delaware
Office of the Secretary of State

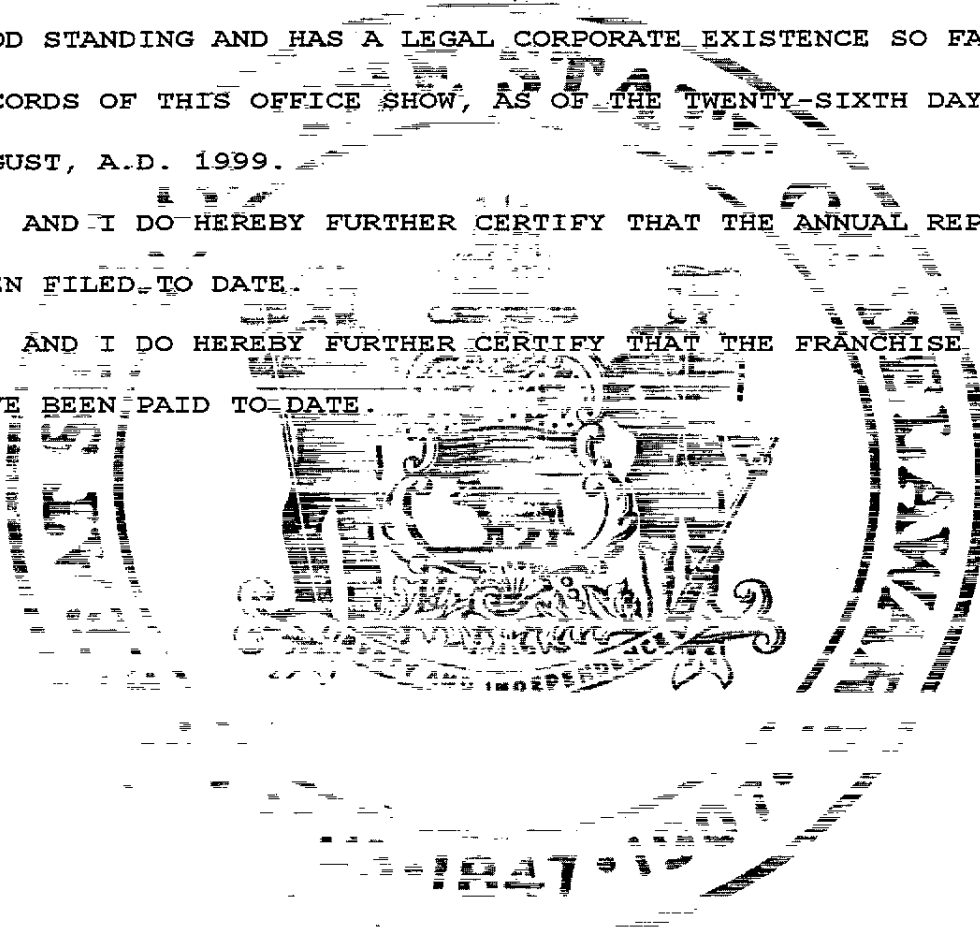
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMED GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, 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.



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

2961800 8300

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AUTHENTICATION:

DATE:

9940901

08-26-99