



THE UNITED STATES  
CORPORATION  
COMPANY

# F99000006492

ACCOUNT NO. : 072100000032

REFERENCE : 511668 7189630

AUTHORIZATION :

COST LIMIT :

*Patricia Pizit*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 14 AM 11:38

ORDER DATE : December 10, 1999

ORDER TIME : 1:37 PM

ORDER NO. : 511668-025

CUSTOMER NO: 7189630

300003070013--9

CUSTOMER: Mr. Richard Garcia  
Certus Corporation  
520 Lennon Lane

Walnut Creek, CA 94598

FOREIGN FILINGS

NAME: CERTUS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

5  
WY9VW28533

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99 DEC 14 PM 2:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BK 12/14/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 15, 1999

CHRISTINE LILLICH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: CERTUS CORPORATION  
Ref. Number: W99000028533

**RESUBMIT**

Please give original  
submission date as file date

FILED  
DIVISION OF CORPORATIONS  
99 DEC 14 AM 11:38

We have received your document for CERTUS CORPORATION 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 application states that CERTUS CORPORATION began transacting business in Florida on October 1, 1998. If that is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 899A00058783

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99 DEC 16 AM 8:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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CORPORATIONS

CERTUS CORPORATION

1. CERTUS CORPORATION  
(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. 33-0820251

(FEI number, if applicable)

4. 8-28-98

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Oct. 1., 1998

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 19800 MacArthur Blvd, Suite 1030

Irvine, CA 91612

(Current mailing address)

8. Financial Consulting to Hospitals

(Purpose(s) of corporation authorized in home state or country to be carried out in 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, FL 32301

, Florida,             
(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.*

By: Karen E. Wehner Karen E. Wehner, Assistant Vice-President  
(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.

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: Michael S. Wall  
Address: 19800 MacArthur Blvd, Suite 1030  
Irvine, CA 91612

Vice Chairman: Donald G. Carlson  
Address: 19800 MacArthur Blvd, Suite 1030  
Irvine, CA 91612

Director: Richard J. Williams  
c/o Triumph Capital  
Address: 60 State street, 21st Floor  
Boston, Massachusetts 02109

Director: Alfred E. Osborne  
c/o University of California Los Angeles  
Address: The Hrold Price Center  
110 Westwood Plaza, Room C305  
Los Angeles, CA 90095-1481

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

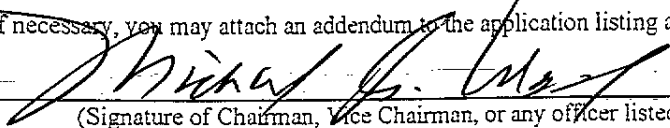
President: Michael S. Wall  
Address: 19800 MacArthur Blvd, Suite 1030  
Irvine, CA 91612

Vice President: ) Donald G. Carlson  
Address: ) 19800 MacArthur Blvd,  
              ) Suite 1030,  
Secretary: ) Irvine, CA 91612

              )  
Address: )  
              )

Treasurer: Allen W. Carlson  
Address: 920 Dana Highland Ct.  
Lafayette, CA 94549

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. MICHAEL S. WALL PRESIDENT & CEO  
(Typed or printed name and capacity of person signing application)

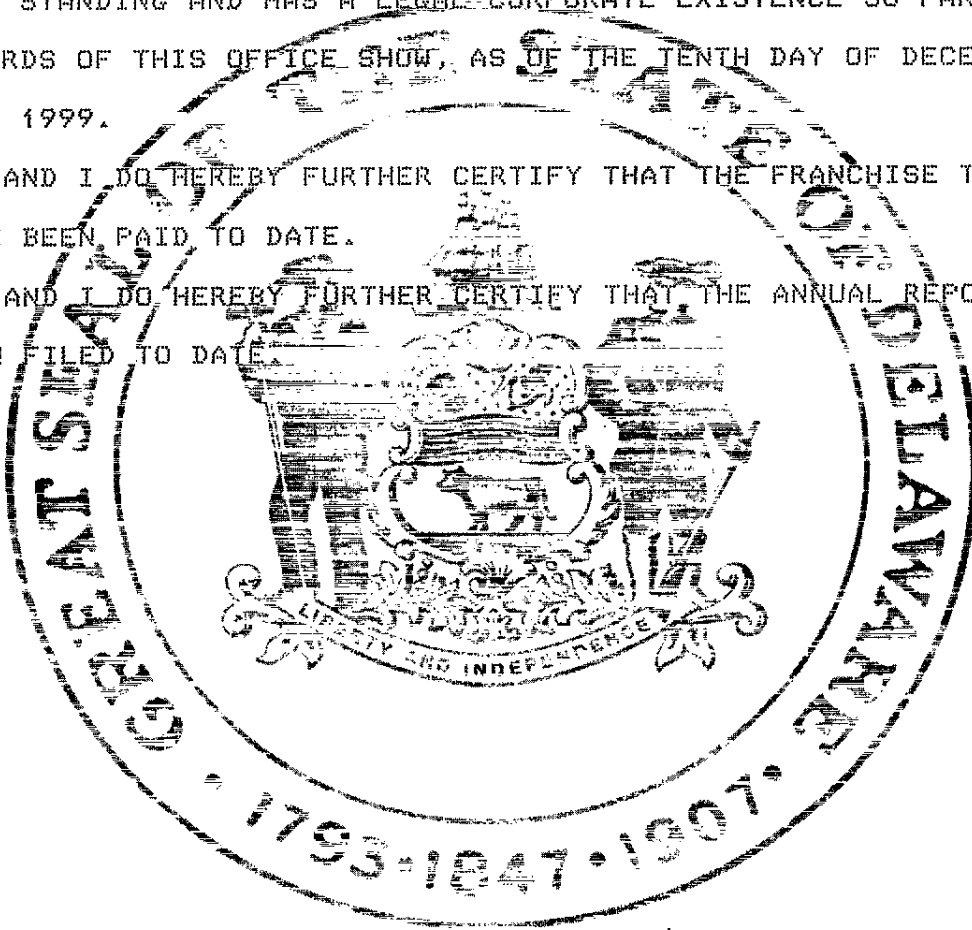
FILED  
99 DEC 14 AM 11:38  
DIVISION OF CORPORATIONS

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

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CERTUS CORPORATION" 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 TENTH DAY OF DECEMBER, A.D. 1999.

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

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



99 DEC 14 AM 11:38  
 DEPARTMENT OF STATE  
 SECRETARY OF STATE



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*Edward J. Freel*

Edward J. Freel, Secretary of State

0133639

AUTHENTICATION:

DATE:

12-10-99