

m98000001432

PULSEWORKS

100 Galleria Pkwy. NW
4th Floor, Suite 400
Atlanta, GA 30339

(770) 956-4045
FAX (770) 956-4019

October 27, 1998

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900002674259--4
-10/28/98--01046--002
****285.00 ****285.00

Dear Sir or Madam:

Please find enclosed a completed application to register a foreign limited liability company. If you should have any questions regarding this application, please contact me at 256-922-3550.

Sincerely,

Kelley B. Gwathney
Kelley B. Gwathney
Operations Assistant

FILED
98 DEC -1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	10/30/98
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	D
Acknowledgement	DCC
W. P. Verifier	DCC

*List just in
manager on
computer.*

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719
w98000024647



200 Galleria Pkwy. NW
4th Floor, Suite 440
Atlanta, GA 30339

(770) 916-1722
FAX (770) 916-1933

December 3, 1998

Ms. Diane Cushing
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Ms. Cushing:

Please find enclosed the documents you requested on October 30, 1998, Letter Number 498A00053215. I have since corrected the documents that originally had been filed in your office.

If you should have any further questions, please contact me at 256-922-3550.

Sincerely,

Kelley B. Gwathney
Operations Assistant



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1998

KELLEY B. GWATHNEY
PULSEWORKS
100 GALLERIA PARKWAY, NE., 4TH FL, STE 4
ATLANTA, GA 30339

SUBJECT: PULSEWORKS, LLC
Ref. Number: W98000024647

We have received your document for PULSEWORKS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list managers or managing members in section 8. We must also have the original signature of Victor R. Clements. Your Certificate of Designation of Registered Agent is for Phoenix Star International, Inc. We need one for Pulseworks, LLC.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 498A00053215

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

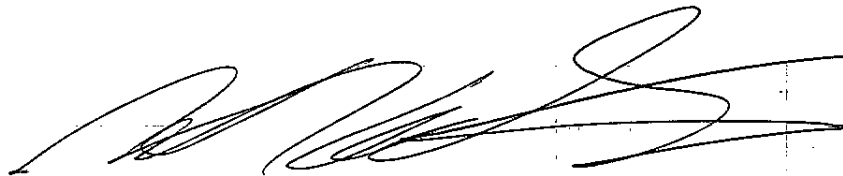
The undersigned member or authorized representative of a member of Pulseworks, LLC
_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$300,000;

3) if any, the agreed value of property other than cash contributed by member(s) is _____
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$300,000
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Victor R. Clements

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Pulseworks LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Georgia 3. 58-236-9172
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 2-2-98 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Nov / Dec 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 200 Galleria Parkway NW, 4th Floor Suite 440
Atlanta, GA 30339
(Street address of principal office)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Vic Clements</u>	<u>President</u>	<u>Ed Strickland</u>	<u>Dir. of Operations.</u>
<u>200 Galleria Parkway NW</u>		<u>1635 Discovery Dr (Manager)</u>	
<u>4th Floor Suite 440</u>		<u>Huntsville, AL 35806</u>	
<u>Atlanta, GA 30339</u>			
<u>Raj Deshpande</u>	<u>C.E.O.</u>		
<u>200 Galleria Parkway NW</u>			
<u>4th Floor, Suite 440</u>			
<u>Atlanta, GA 30339</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Pulseworks, LLC

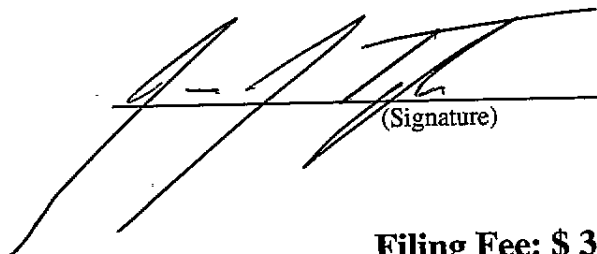
2. The name and the Florida street address of the registered agent and office are:

James J. Taylor
(Name)

1715 Independence Blvd. Unit
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Sarasota FL 34234
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
98 DEC -1 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 982450187
CONTROL NUMBER : 9804326
DATE INC/AUTH/FILED: 02/02/1998
JURISDICTION : GEORGIA
PRINT DATE : 09/02/1998
FORM NUMBER : 211

PULSEWORKS LLC/JUDY HAUGHT
200 GALLERIA PKWY
STE 440
ATLANTA GA 30339

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PULSEWORKS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

