

FO3 000001640

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

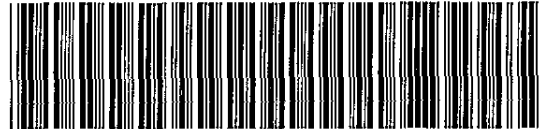
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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FO3-1640
CFL



ACCOUNT NO. : 072100000032

REFERENCE : 986943 4326147

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : March 27, 2003

ORDER TIME : 2:27 PM

ORDER NO. : 986943-020

CUSTOMER NO: 4326147

CUSTOMER: Mr. Steve Garofalo
Health Management Systems,
401 Park Avenue South

New York, NY 10016

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FOREIGN FILINGS

NAME: ACCORDIS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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. Accordis 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. New York 3. 04-3721010
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/19/2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155. F.S.)

7. 401 Park Avenue South, New York NY 10016
(Principal office address)

401 Park Avenue South, New York NY 10016
(Current mailing address)

8. To provide business office outsourcing services.
(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, Florida 32301
(City) (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

Dolores Burton
(Registered agent's signature)

Dolores Burton, Asst. V.P.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

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. 

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

14. Philip Rydzewski, Vice President

(Typed or printed name and capacity of person signing application)

Accordis Inc

Officers

William F. Miller, III **CEO**
Social Security #
Business Address HMS Holding Corp.
2100 McKinney Avenue Suite 1801
Dallas, TX 75201

Residential Address 3618 Harvard
Dallas, TX 75205

Date taking office 12/19/02

Robert M. Holater **President**

Social Security #
Business Address HMS Holding Corp.
401 Park Avenue South
New York, NY 10016

Residential Address 71 Cove Avenue
East Norwalk, Ct 06855

Date taking office 12/19/02

Phillip Ryzewski **CFO, VP, Treasurer**
Social Security #
Business Address HMS Holding Corp.
401 Park Avenue South
New York, NY 10016

Residential Address 1755 York Avenue Apt 31H
New York, NY 10128

Date taking office 12/19/02

Kathy L. Arendt **Secretary**

Social Security #
Business Address HMS Holding Corp.
401 Park Avenue South
New York, NY 10016

Residential Address 35-24 171 Street
Flushing, NY 11358

Date taking office 12/19/02

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Lewis D. Levettown
Social Security #
Business Address

SR VP Human Resources
HMS Holding Corp.
401 Park Avenue South
New York, NY 10016

Residential Address

14 Bartlett Lane
Stamford, CT 06903

Date taking office

12/19/02

Directors

William F. Miller, III
Business Address

HMS Holding Corp.
2100 McKinney Avenue Suite 1801
Dallas, TX 75201

Residential Address

3618 Harvard
Dallas, Tx 75205

Philip Ryzewski
Business Address

HMS Holding Corp.
401 Park Avenue South
New York, NY 10016

Residential Address

1755 York Avenue Apt 31H
New York, NY 10128

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of ACCORDIS INC. was filed on 12/19/2002, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of March
two thousand and three.*

A handwritten signature in black ink, appearing to read "Roy A. DeSantis", is written over the text of the witness statement.

Secretary of State