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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FILED
RECEIVED
05 JUN 28 AM 8:53
05 JUN 29 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

ATHENAHEALTH, INC.

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$3,520.00 |

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. athenahealth, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 04-3387530
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 8/21/97 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/3/02
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 Moody Street, Waltham, MA 02453
(Principal office address)

(Current mailing address)

8. Management and administrative services for medical practices.
(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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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 D. Skipper Deborah D. Skipper
(Registered agent's signature) Aast. V. Pres.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Christopher Nolin, Secretary
(Typed or printed name and capacity of person signing application)

EXHIBIT A

athenahealth, Inc.

| NAME | TITLE | ADDRESS |
|-------------------|--|--|
| Jonathan S. Bush | President & Director (Chairman of the Board) | One Moody Street Waltham, MA 02453 |
| Carl Byers | Treasurer & Chief Financial Officer | One Moody Street Waltham, MA 02453 |
| Christopher Nolin | Secretary | One Moody Street Waltham, MA 02453 |
| Brandon Hull | Director | 221 Nassau Street Princeton, NJ 08542 |
| Ruben King-Shaw | Director | 7501 Wisconsin Ave. Bethesda, MD 20814 |
| Bryan Roberts | Director | 2494 Sand Hill Road, Suite 200 Menlo Park, CA 94025 |
| Ann Lamont | Director | One Gorham Island Westport, CT 06880 |
| Larry Sosnow | Director | 830 Third Avenue New York, NY 10022 |

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Delaware

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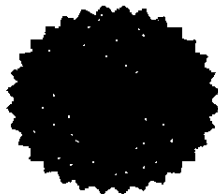
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATHENAHEALTH, 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 SIXTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATHENAHEALTH, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 1997.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2787961 8300

050469077

AUTHENTICATION: 3926828

DATE: 06-06-05