

F05000003746

Florida Department of State
Division of Corporations
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To: Division of Corporations
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RE-SUBMIT

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)205-8842
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**REGISTERED AGENT CHANGE
ATHENAHEALTH, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	087
Estimated Charge	\$35.00

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15 MAY 18 AM 2:11

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

15 MAY 15 AM 3:37

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2015

ATHENAHEALTH, INC.
311 ARSENAL STREET
WATERTOWN, MA 02472US

SUBJECT: ATHENAHEALTH, INC.
REF: F05000003746

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE-SUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

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Cheryl R McNair
Regulatory Specialist II

FAX Aud. #: H15000119168
Letter Number: 615A00010363

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15 MAY 18 AM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: athenahealth, Inc.
Name of Corporation

DOCUMENT NUMBER: F05000003746

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Name of Contact Person

Firm/Company

Address

City/State and Zip Code

mlowe@athenahealth.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person at () Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

CR2E045 (03/12)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of DE in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation: athenahealth, Inc.
- 2. The principal office address: 311 Arsenal Street, Watertown, MA 02472
- 3. The mailing address (if different): _____
- 4. Date of incorporation/qualification: 6/28/2005 Document number: F05000003746
- 5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

Corporation Service Company

 1201 Hays Street

 Tallahassee, FL 32301

- 6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

 c/o C T Corporation System, 1200 South Pine Island Road

 P.O. Box NOT acceptable

 Plantation, Florida 33324

DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA
 15 MAY 15 AM 3:37
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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

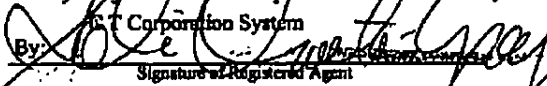


 Signature of an officer or director

Tammy Tofteroo, Vice President

 Printed or typed name and title

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. On this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

C T Corporation System
 By: 

 Signature of Registered Agent

5/12/2015

 Date

If signing on behalf of an **SPECIAL AGENT SECRETARY**
SYLVIA AMENTA-GRAF
SPECIAL AGENT SECRETARY

 Typed or Printed Name

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
 MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045 (03/12)

Power of Attorney

NOTICE IS HEREBY GIVEN THAT athenahealth, Inc. ("Corporation"), Corporation incorporated under the laws of Delaware, does hereby appoint Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhus, Alan Stachura, Nicole Parnell, Amanda Panaggio, Sarah Revelle, Ryan Nelson, Natalie Pickens, Michelle Buchheit, Phally Sea, Ryan Maher, Traci Houck, Jessica Molloy, Natalie Pickens, Jeremy Puentes, Sarah Geoghegan-Copple, Tony Spain, Tammy Tofteroo, Lauren Kreatz and Steven Rullis (but only for so long as each of them, respectively, remains an employee of CT Corporation or an affiliate thereof) as attorney-in-fact for the Corporation to act for the Corporation and affiliates and subsidiaries of the Corporation attached hereto as Exhibit A, specifically incorporated herein by reference ("the Subsidiaries") in the Corporation and Subsidiaries' names for the limited purposes authorized herein.

The Corporation and Subsidiaries hereby grants its attorney-in-fact the power to execute the documents necessary to file annual reports, annual registrations, license renewals, change entities' registered agent and registered office, and forms of similar import on behalf of the Corporation and Subsidiaries in any state and the District of Columbia.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhus, Alan Stachura, Nicole Parnell, Amanda Panaggio, Sarah Revelle, Ryan Nelson, Natalie Pickens, Michelle Buchheit, Phally Sea, Ryan Maher, Traci Houck, Jessica Molloy, Natalie Pickens, Jeremy Puentes, Sarah Geoghegan-Copple, Tony Spain, Tammy Tofteroo, Lauren Kreatz and Steven Rullis shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the 10th day of March, 2015.


Signature

Daniel Orenstein, SVP, GC & Secretary
Name, Title



Sworn to and subscribed before me this 10th day of March, 2015.

Notary Public, Commonwealth of Massachusetts
Commission Expires: 10/14/2016

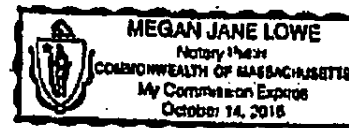


Exhibit A

Razor Insights, LLC (GA)
athenahealth, Inc. (DE)
athenahealth MA, Inc. (MA)
Athena Arsenal, LLC (MA)
Dionysus, LLC (MA)
Silenus, LLC (MA)
Athena Point Lookout, LLC (ME)
MDP Accelerator, LLC (DE)
Epocrates, Inc. (DE)
Modality, Inc. (NC)