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1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-0111 FAX

000-142-0006

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

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DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032
REFERENCE : 654789 86901V
AUTHORIZATION :
COST LIMIT : * PREPAID

ORDER DATE : August 7, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 654789

CUSTOMER NO: 86901V

CUSTOMER: Ms. Mary Galatin
Prentice Hall Legal &
5670 Wilshire Blvd.
Suite 750
Los Angeles, CA 90036

500001554175
-08/07/95--01045--044
*****70.00 *****70.00

FOREIGN FILINGS

NAME: HEALTHRIDER, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

LC
8/7
RECEIVED
DIVISION OF REGISTRATION
55 AUG-7 PM 12:50

**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. HealthRider, 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. Delaware

(State or country under the law of which it is incorporated)

3. 87-0540789

(FEI number, if applicable)

4. May 10, 1995

(Date of Incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 1276 So. 500 West

Salt Lake City, Utah 84101

(Current mailing address)

8. to Engage in any lawful act or activity for which corporations may be organized

under the general corporation law of Delaware.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

The Prentice-Hall Corporation System, Inc.

By: Marlene Ryan

(Registered agent's signature)
Marlene Ryan, Assistant Secretary

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:

A. DIRECTORS

Chairman: See Attached List

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached List

Address: _____

Vice President: _____

Address: _____

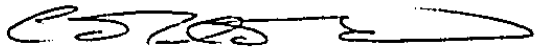
Secretary: _____

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. C. Reed Brown, Vice President
(Typed or printed name and capacity of person signing application)



HEALTHRIDER, INC. OFFICERS

	<u>BUS. ADDRESS</u>	<u>HOME ADDRESS</u>
Gary H. Smith Chief Executive Officer	1276 South 500 West Salt Lake City, UT 84101	1404 Princeton Salt Lake City, UT 84105
Michael Moone Chief Operating Officer	1276 South 500 West Salt Lake City, UT 84101	457 Walsh Road Atherton, CA 94027
Mark McBride Vice President of Finance & Chief Financial Officer	1276 South 500 West Salt Lake City, UT 84101	1641 Olive Drive Salt Lake City, UT 84124
G. Doug Smith Vice President of Marketing	1276 South 500 West Salt Lake City, UT 84101	9844 Mumford Drive Sandy, UT 84094
C. Reed Brown General Counsel	1276 South 500 West Salt Lake City, UT 84101	2484 Willow Hills Drive Sandy, UT 84093
Helen M. Smith Executive Vice President	1276 South 500 West Salt Lake City, UT 84101	1404 Princeton Salt Lake City, UT 84105
Michael Kennedy	Second Floor 860 East 4500 South Murray, UT 84107	7430 South Wasatch Blvd. Unit G-4 Salt Lake City, UT 84121

SECRETARY OF STATE
DIVISION OF CORPORATIONS
65 AUG - 7 PM 12:50

15/letterbod add

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHRIDER, 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 TWENTIETH DAY OF JULY, A.D. 1995.

SECTION 17, TITLE 29
DIVISION OF CORPORATIONS
05 AUG -7 PM 12:50



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A handwritten signature in dark ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

7579624

DATE:

07-20-95