

F98000004358



ACCOUNT NO. : 072100000032
REFERENCE : 881852 4312830
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 70.00

ORDER DATE : July 6, 1998
ORDER TIME : 2:29 PM
ORDER NO. : 881852-005
CUSTOMER NO: 4312830
CUSTOMER: Ms. Nikki Barbes
Fenwick & West
Building 2
Two Palo Alto Square
Palo Alto, CA 94306

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DIVISION OF CORPORATIONS
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FOREIGN FILINGS

000002583640--4

NAME: HEALTH HERO NETWORK, INC.

W98-15574

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

DIVISION OF CORPORATIONS
98 JUL -8 PM 3:28



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 JUL 30 PM 12:08
DIVISION OF CORPORATION

July 9, 1998

CSC

RESUBMIT

Please give original
submission date as file date

SUBJECT: HEALTH HERO NETWORK, INC.
Ref. Number: W98000015574

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00036661

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**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. Health Hero Network, 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. California 3. 770207109
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/16/1988 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 24, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2570 W. El Camino Real, Suite 111
Mountain View, CA 94040
(Current mailing address)

8. Agreement with a Florida independent consultant
(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: (P.O. Box or Mail Drop Box acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.

 Karen B. Rozar, As Its Agent
(Registered agent's signature)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

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

14. STEPHEN J. BROWN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

A. DIRECTORS

Director: Stephen J. Brown
Health Hero Network, Inc.
2570 W. El Camino Real, Suite 111
Mountain View, CA 94040

Director: James E. McClurg
2030 Surfside Drive
Lincoln, NE 68528

Director: Charles P. Rose, Jr.
499 Park Avenue, 15th Floor
New York, NY 10022-1240

Director: Allen D. Petersen
2800 W. Higgins Road, Suite 835
Hoffman Estates, IL 60195

Director: William F. Wright
Amcon
1431 Stratford Court
Del Mar, CA 92014

Director: Phyllis I. Gardner
618 Miranda Avenue
Stanford, CA 94305

B. OFFICERS

President/Chief Executive Officer: Stephen J. Brown
Health Hero Network, Inc.
2570 W. El Camino Real, Suite 111
Mountain View, CA 94040

Vice President, Operations and Chief Technical Officer: Mitch Allen
14231 Paul Avenue
Saratoga, CA 95070

Secretary: Joel D. Kellman
Fenwick & West LLP
Two Palo Alto Square
Palo Alto, CA 94306

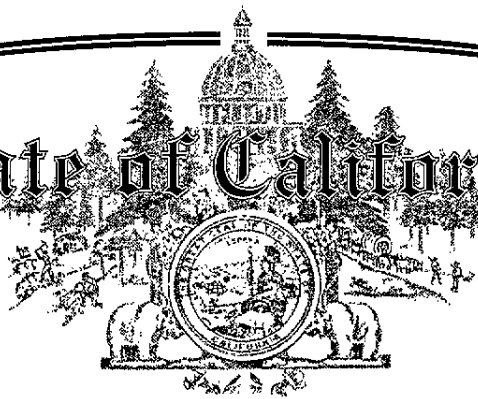
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Chief Financial
Officer:

John O'Reilly
Health Hero Network, Inc.
2570 W. El Camino Real, Suite 111
Mountain View, CA 94040

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State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 16th day of December, 19 88,

HEALTH HERO NETWORK, INC. (#1506195)

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

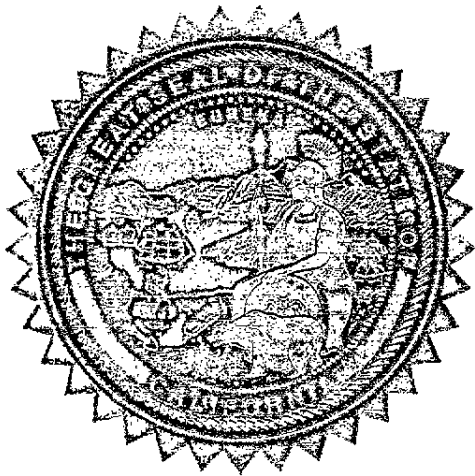
That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

July 6, 1998



Bill Jones

Secretary of State