

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF

OEMR

A NORTH CAROLINA NON PROFIT CORPORATION

1. Time and Place. The Board of Directors OEMR held a special meeting at 10:00 a.m. on October 28, 2010, at 2401 Fountain View Dr., Suite 700, Houston, Texas, 77057.

2. Attendance. The following directors of the Corporation were present:

Ron F. Bearden
Gregory W. Neuman

3. Presiding Officers and Quorum. Ron F. Bearden called the meeting to order and acted as Chair of the meeting and Gregory W. Neuman acted as Secretary. The Chair announced that a quorum was present, and that the meeting, having been duly convened, was ready to proceed with its business.

4. Election of Additional Directors. The Secretary informed the meeting that, pursuant to the application for exempt status under 501(c)(3) of the Internal Revenue Code, the Internal Revenue Service suggested that the Board of Directors be expanded by adding, at least, one additional member. The Secretary also informed the meeting that Article VI, Section 11 of the Bylaws requires that any nominations to the Board and a letter stating why the individuals were nominated, be distributed at least one week prior to the meeting when the vote will take place. The Secretary presented to the meeting the nominating letter which lists three additional nominees and the reason for their nomination to this Board. On motion duly made and unanimously carried, it was

RESOLVED, that the following persons are elected as new directors of the Corporation until their successors are duly elected and qualified:

David Herman, Jr.
Tony McCormick
Sena Palanisami

FURTHER RESOLVED, that the following two current directors will remain as directors and officers, as set forth next to their name, until their successors are elected and qualified:

Ron F. Bearden	Chair
Gregory W. Neuman	Secretary

FURTHER RESOLVED, that the requirement of Article VI, Section 11 of the bylaws that requires the nomination list be distributed at least one week prior to the meeting when the vote will take place is hereby waived on this occasion.

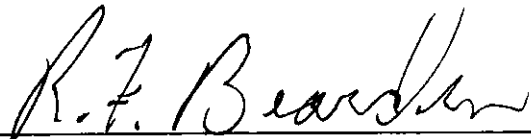
5. Amending Bylaws. The Secretary informed the meeting that, pursuant to the application for exempt status under 501(c)(3) of the Internal Revenue Code, the Internal Revenue Service requires that Article VI, Section 2 the By-laws of the Corporation be amended to provide for a governing board of not less than three. The Secretary also informed the meeting that Article XIX of the Bylaws requires that any proposed amendment to the bylaws be "sent out at least two weeks prior to the meeting when the vote will take place". The Secretary then presented the proposed amended Bylaws. On motion duly made and unanimously carried, it was

RESOLVED, that the amended bylaws presented be, and the same hereby are, adopted as the bylaws of the Corporation; and

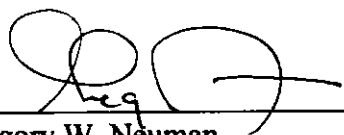
FURTHER RESOLVED, that the Secretary of the Corporation is authorized and directed to execute a certificate of the adoption of said bylaws and to insert the bylaws as certified in the minute book of the Corporation; and

FURTHER RESOLVED, that the requirement of Article XIX of the bylaws that any proposed amendment to the bylaws be "sent out at least two weeks prior to the meeting when the vote will take place" is hereby waived on this occasion.

6. Adjournment. There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



Ron F. Bearden



Gregory W. Neuman

October 25, 2010

Gregory W. Neuman
The Neuman Law Firm
14173 NW Freeway, Suite 211
Houston, TX 77040

RE: Nomination of additional Board member for OEMR

Mr. Neuman:

Pursuant to Article VI, Section 11 of the Bylaws of OEMR, I am writing to nominate the following individuals as an additional directors of the Corporation:

David Herman, Jr.
Tony McCormick
Sena Palanisami.

I have attached a summary of their qualifications.

Sincerely,

A handwritten signature in black ink that reads "R. F. Bearden" with a stylized flourish at the end.

Ron F. Bearden, Ph.D.

**Proposed nominees to the
OEMR Board of Directors**

David T. Herman, Jr.
3122 Springs Rd NE
Hickory, NC 28601

Mr. Herman has held a CPA certificate in the State of North Carolina since 1970. Mr. Herman has maintained an office in Public Accounting and specializes in practicing before the Internal Revenue Service and the North Carolina Department of Revenue.

Anthony D. McCormick
11725 SW Springwood Dr
Tigard, Oregon 97223

Mr. McCormick has been involved in HealthCare IT since 1988 where he was part of a team that had started one of the first Preferred Provider Organizations in Texas. Later he developed applications for the HMO market, Independent Practitioners Medical Records and Billing systems and large clinical systems. In Oregon he was a lead analyst on the Oregon Medical Electronic Network which was run by the Oregon Medical Association. He founded **MI²** with the desire to help reduce the high cost of medical services by providing efficient, easy to use software based on the Free Open Source Software model.

Sena Palanisami
6559 Springpath Lane,
San Jose, CA 95120.

Mr. Palanisami holds a Master's degree in mathematics, did his graduate schooling in Computer Science from the University of Minnesota in Minneapolis, and has more than twenty five years of experience in software product development.

Mr. Palanisami is the founder and CEO of Visolve, a software consulting and support organization focused on providing value-added solutions largely through open source products and technologies. During his leadership at ViSolve, he has grown ViSolve into a 40+ strong team and a multimillion dollar operation.

Mr. Palanisami worked for nearly 20 years at Hewlett-Packard Company as a software development engineer and went on to manage several assignments in Development, Operations, Advanced Product Planning, Business Development and Customer Support including founding International software R&D operations for HP in India and Australia.