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ACCOUNT NO. : 072100000032

REFERENCE : 862722 4300043

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. [Signature]

ORDER DATE : October 13, 2000

ORDER TIME : 2:34 PM

ORDER NO. : 862722-005

CUSTOMER NO: 4300043

CUSTOMER: Theodore Amos, Legal Asst
Proskauer Rose LLP
1585 Broadway

200003432912--6

New York, NY 10036-8299

FOREIGN FILINGS

NAME: CARD GUARD TECHNOLOGIES, INC.

XXXX QUALIFICATION (TYPE: CO) *BK*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
00 OCT 19 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT 19 PM 3:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/19

**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. Card Guard Technologies, 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 natural person or partnership if not so contained in the name at present.)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 11, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1013 Centre Road, Wilmington DE 19805
(Principal office address)

(Current mailing address)

8. To sell and provide telemedicine devices and services.
(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 or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Judith Morgan, Asst. V.P.

(Registered agent's signature)

Judith Morgan, Asst. Vice President

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

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. Meg McGilley
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MEG MCGILLEY, VICE PRESIDENT, FINANCE
(Typed or printed name and capacity of person signing application)

RIDER

CARD GUARD TECHNOLOGIES, INC.

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Directors and Officers

Name	Title	Address
Arie Cohen	Director/President and Assistant Secretary	1013 Centre Road Wilmington DE 19805
Jacob Geva	Director/Chairman of the Board and Assistant Secretary	1013 Centre Road Wilmington DE 19805
Dan Gazit	Director/Assistant Secretary	1013 Centre Road Wilmington DE 19805
Robert White	President-Instromedix Division	1013 Centre Road Wilmington DE 19805
Meg McGilley	Vice President, Finance- Instromedix Division	1013 Centre Road Wilmington DE 19805

State of Delaware

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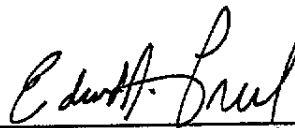
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARD GUARD TECHNOLOGIES, 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 EIGHTEENTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 OCT 19 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

3257946 8300

AUTHENTICATION: 0741783

001525520

DATE: 10-18-00