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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRANN MAY - 6 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IntelleCare Florida, Inc.
(Name of corporation - must include suffix)

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TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID BOWER
(Name of Person)

INTELCARE, INC.
(Firm/Company)

1900 PRESTON ROAD #202247
(Address)

PLANO, TX 75093
(City/State and Zip code)

For further information concerning this matter, please call:

DAVID BOWER at (972) 919-9000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

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1. IntelleCare Florida Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Wyoming 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 28, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 17300 Dallas Parkway Suite 1075 Dallas, Texas 75248
(Principal office address)

1900 Preston Road Building 267 Suite 243 Plano, Texas 75093
(Current mailing address)

8. ALL LAWFUL BUSINESS TRANSACTIONS
(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 NOT acceptable)

Name: Business Filings Incorporated

Office Address: 660 East Jefferson Str.
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.

Mark Schiff, A.V.P.
(Registered agent's signature) Business Filings Incorporated

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: Phillip Matteis

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248

Vice Chairman: Julianna Martinson

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248

Director: Ken Thomas

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248

Director: _____

Address: _____

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B. OFFICERS

President: Phillip Matteis

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248

Vice President: Julianna Martinson

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248


Secretary: Julianna Martinson

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248

Treasurer: Ken Thomas

Address: 17300 Dallas Parkway, Ste 1075 Dallas, Texas 75248

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Phillip Matteis, President and CEO
(Typed or printed name and capacity of person signing application)

State of Wyoming

Office of the Secretary of State



United States of America, }
State of Wyoming } ss.

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TALLAHASSEE, FLORIDA

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, **INTELECARE FLORIDA, INC.** is a corporation organized and existing under the laws of the state of Wyoming, whose date of incorporation is **DECEMBER 28, 2004** and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the state of Wyoming.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 18TH day of APRIL A.D., 2005.

Joseph B Meyer

Secretary of State
By *Lisa Angeles*
