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Florida Department of State
 Division of Corporations
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To:

Division of Corporations
 Fax Number : (850) 205-0383

From:

Account Name : HODGSON RUSS LLP
 Account Number : 072720000242
 Phone : (561) 394-0500
 Fax Number : (561) 394-3862

FOREIGN PROFIT QUALIFICATION

The Health Television System, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

02 FEB 28

RECEIVED

02 FEB 28 AM 7:30

DIVISION OF CORPORATION

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. The Health Television System 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. 98-0188746
(FEI number, if applicable)
4. 03/26/1998
(Date of incorporation)
5. Perpetual
(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. 62 Westmount Avenue, Toronto, Ontario M6H 3K1
(Principal office address)

same
(Current mailing address)
8. Television production and distribution of programming in health care market.
(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: HRAWG Corp

Office Address: 1801 North Military Trail, Suite 200

Boca Raton, Florida 33431
(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.

By: Sandy Colson HRAWG CORP
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Marvin BernsAddress: 62 Westmount AvenueToronto, Ontario M6H 3K1Director: Kathy Kastner-BernsAddress: 62 Westmount AvenueToronto, Ontario M6H 3K1

B. OFFICERS

President: Marvin BernsAddress: 62 Westmount AvenueToronto, Ontario M6H 3K1Vice President: Kathy Kastner-BernsAddress: 62 Westmount AvenueToronto, Ontario M6H 3K1Secretary: Kathy Kastner-BernsAddress: 62 Westmount Avenue, Toronto, Ontario M6H 3K1

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. MARVIN BERNS, PRESIDENT

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

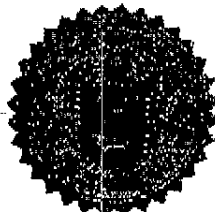
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HEALTH TELEVISION SYSTEM INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

02 FEB 28

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1633784

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DATE: 02-26-02