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FILED
SEP 27 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 616366 4812821

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : September 25, 2001

ORDER TIME : 10:34 AM

ORDER NO. : 616366-005

CUSTOMER NO: 4812821

500004613655--7

CUSTOMER: Cherie Harris, Legal Asst
Fulbright & Jaworski
666 Fifth Avenue
31st Floor
New York, NY 10103-3198

FOREIGN FILINGS

NAME: CAREGUIDE, INC.

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RECEIVED
01 SEP 27 AM 11:29
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING **BK**

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

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

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SECRETARY OF STATE
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 to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Traci Tomaselli, Esq.
(Name of Person)

Fulbright & Jaworski L.L.P.
(Firm/Company)

666 Fifth Avenue
(Address)

New York, New York 10103
(City/State and Zip code)

For further information concerning this matter, please call:

Traci Tomaselli at (212) 318-3180
(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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TALLAHASSEE
STATE OF FLORIDA

1. CareGuide, 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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/15/98 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. 210 North University Drive, Suite 600, Coral Springs, Fl 33071
(Principal office address)
- 210 North University Drive, Suite 600, Coral Springs, Fl 33071
(Current mailing address)
- Any lawful act or activity for which a corporation may be organized under the General Corporation Law of California.
8. _____
(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

BRIAN COURTNEY, ASST. V.P.

(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.

• 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: _____

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

14. Michael Montijo - Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

CareGuide, Inc.
210 North University Drive, Suite 600
Coral Springs, Fl 33071
Officers and Directors Rider

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TALLAHASSEE, FLORIDA

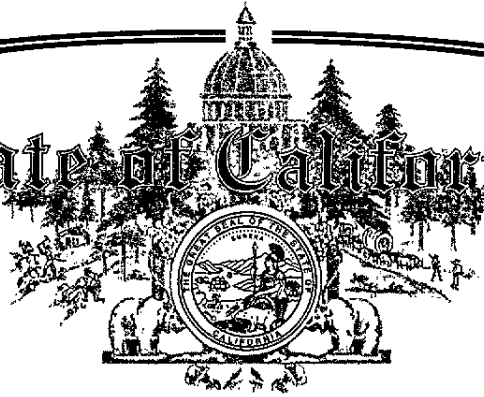
OFFICERS:

Virginia M. Dollard	-	President and Chief Executive Officer
Michael Montijo	-	Vice President
Nancy Bachman	-	Secretary
Judith Reppert	-	Treasurer

DIRECTORS:

Virginia M. Dollard
Michael Montijo
Albert Waxman
Jordan Davis
Daniel Lubin
Daniel Strauss
Lawrence Linehan

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That on the **15th day of January, 1998, CAREGUIDE, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

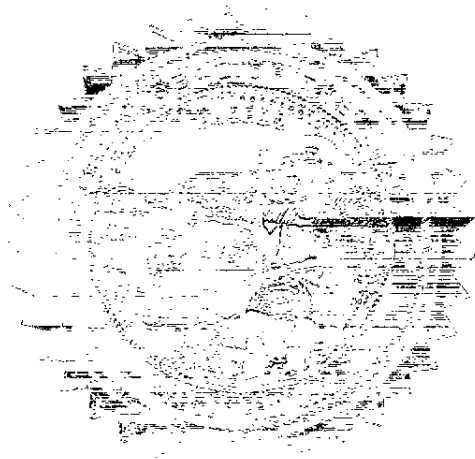
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of September 26, 2001.



Bill Jones
BILL JONES
Secretary of State

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