

MAR. 29. 2005 11:54AM
Division of Corporations

SEMPER. WOODS. PA...

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

From:

Account Name : SMALL BUSINESS LEGAL CENTER, P.A.
Account Number : I20020000117
Phone : (407)246-5200
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FOREIGN PROFIT QUALIFICATION

M.S. Consulting Group, Inc.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 29, 2005

M.S. CONSULTING GROUP, INC.
1058 BREAKERS WEST BOULEVARD
WEST PALM BEACH, FL 33411

SUBJECT: PRO-ACTIVE HEALTHCARE
REF: W05000015082

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

You must add a corporate suffix to the end of your alternate name>

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Jason Merrick
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DIVISION OF CORPORATION

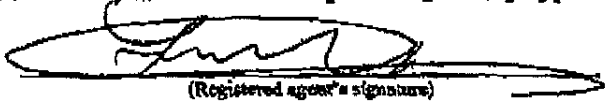
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TALLAHASSEE, FLORIDA

05 MAR 29 AM 11:40

FILED

**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. M.S. Consulting Group, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
Pro-Active Healthcare, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. New Jersey 3. 010766623
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 30, 2003 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, P.S., to determine penalty liability)
7. 1058 Breakers West Boulevard, West Palm Beach, Florida 33411
(Principal office address)
1058 Breakers West Boulevard, West Palm Beach, Florida 33411
(Current mailing address)
8. any activity within the purposes for which corporations may be organized
(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: Francisco Roca, III
Office Address: 1058 Breakers West Boulevard
West Palm Beach Florida 33411
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above noted 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.

(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: Francisco Roca, IIIAddress: 1058 Breakers West BoulevardWest Palm Beach, Florida 33411Director: Jared MetzAddress: 1058 Breakers West BoulevardWest Palm Beach, Florida 33411

B. OFFICERS

President: Francisco Roca, IIIAddress: 1058 Breakers West BoulevardWest Palm Beach, Florida 33411Vice President: Jared MetzAddress: 1058 Breakers West BoulevardWest Palm Beach, Florida 33411Secretary: Jared MetzAddress: 1058 Breakers West Boulevard, West Palm Beach, Florida 33411Treasurer: Francisco Roca, IIIAddress: 1058 Breakers West Boulevard, West Palm Beach, Florida 33411

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)14. Francisco Roca, III, President
(Typed or printed name and capacity of person signing application)MAR 29 PM 11:20
TALLAHASSEE, FLORIDA

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

M. S. CONSULTING GROUP, INC.

0100897126

With the Previous or Alternate Name

PRO-ACTIVE HEALTHCARE (Alternate Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on January 30, 2003.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Stephen H Metz
10 Saddlebrook Drive
Manalapan, NJ 07726

Continued on next page...

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

M. S. CONSULTING GROUP, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
8th day of February, 2005

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA
State Treasurer