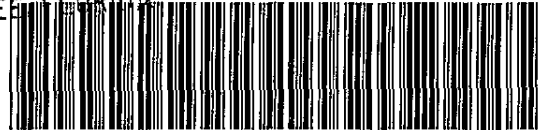


F05 000002920
FILED

2005 MAY 17 P 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



900048816879

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

03/22/05--01053--002 **78.75

Special Instructions to Filing Officer:

W05-14944

AL

Office Use Only



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED

2005 MAY 17 P 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 23, 2005

LOUIS M. MEINERS, JR.
9229 DELEGATES ROW
SUITE 245
INDIANAPOLIS, IN 46240

SUBJECT: ALTITUDE, INC.
Ref. Number: W05000014944

We have received your document for ALTITUDE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 205A00019920



FILED

Theodore D. Ward
Of Counsel
Direct Dial: 216.830.6840
tward@brouse.com

2005 MAY 12 PM 4:56
4001 Lakeside Avenue
Suite 1600
Cleveland, OH 44114-1151
Office: 216.830.6840
Fax: 216.830.6807
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
388 S. Main Street
Suite 500
Akron, OH 44311-4407
Office: 330.535.5711
Fax: 330.253.8601
www.brouse.com

May 9, 2005

Florida Department of State
Division of Corporations
Attn: Agnes Lunt – Doc Specialist
P.O. Box 6327
Tallahassee FL 32314

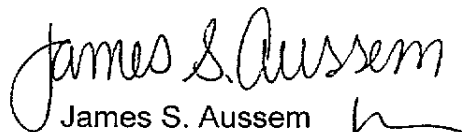
RE: ALTITUDE, INC.
REF NUMBER: W05000014944

Dear Ms. Lunt:

Pursuant to your request, enclosed is the documentation adopting the name Altitude Holdings, Inc.

If you need additional documentation, please do not hesitate to contact me.

Very truly yours,


James S. Aussem

JSA:kkb 610798.1
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

FILED

SUBJECT: ALTITUDE, INC.

2005 MAY 17 P 1:56

(Name of corporation - must include suffix)

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:

LOUIS M. MEINERS, JR.

(Name of Person)

ADVOCATE CONSULTING

(Firm/Company)

9229 DELEGATES ROW, SUITE 245

(Address)

INDIANAPOLIS, IN 46240

(City/State and Zip code)

For further information concerning this matter, please call:

YOLANDA ROBINSON

(Name of Person)

at (800) 787-8112

(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

MINUTES OF MEETING

OF SHAREHOLDERS

FILED

2005 MAY 17 P 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The meeting of the shareholders of Altitude, Inc. was held at 27200 Riverview Center Blvd., Suite 309, in the City of Bonita Springs, State of Florida, on the 30th day of March, 2005, at 9 o'clock a.m.


The following persons were present: Peter Paras, being the President of Cardio Medical, Inc., the sole shareholder of the corporation. Peter Paras was elected chairman of the meeting and secretary.

The secretary presented the waiver of notice of the meeting signed by the incorporator, which was ordered filed with the minutes of the meeting.

The chairman announced that the purpose of the meeting was to adopt an alternate corporate name for the purpose of transacting business within the state of Florida.

The chairman presented a proposed alternate name: Altitude Holdings, Inc. Upon a motion duly made, seconded, and carried, the proposed alternate name was determined to be in the best interest of the company. A motion was then made to approve the alternate name of Altitude Holdings, Inc. The motion to approve the alternate name was then seconded and carried.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.


Peter Paras
Chairman and Secretary

WAIVER OF NOTICE
OF MEETING OF SHAREHOLDERS

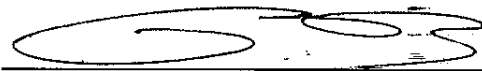
FILED

2005 MAY 17 P 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned shareholders of Altitude, Inc., a corporation organized under the laws of the State of Delaware, do hereby waive all notice of the meeting of shareholders of the corporation, and agree that such meeting will be held at 27200 Riverview Center Blvd., Suite 309, in the City of Bonita Springs, State of Florida, on the 30th day of March, 2005, at 9 o'clock a.m., and we consent to the transaction of any and all business that may come before the meeting.

Dated this 30th day of March, 2005.



Peter Paras,
President of Cardio Medical, Inc.,
Shareholder

**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.

FILED

1. ALTITUDE, INC.

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

2005 MAY 17 P 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALTITUDE HOLDINGS, INC.

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

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 34-1894106

(FEI number, if applicable)

4. AUGUST 12, 2003

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. FEBRUARY 16, 2005

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 27200 RIVERVIEW CENTER BLVD., SUITE 309, BONITA SPRINGS, FL 34134

(Principal office address)

27200 RIVERVIEW CENTER BLVD., SUITE 309, BONITA SPRINGS, FL 34134

(Current mailing address)

8. EQUIPMENT LEASING

(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: LOUIS M. MEINERS, JR.

Office Address: 2640 GOLDEN GATE PARKWAY, SUITE 205

NAPLES

(City)

, Florida 34105

(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.

Louis M. Meiners, Jr.
(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: _____

Address: _____

FILED

Vice Chairman: _____

2005 MAY 17 P 1:57

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Director: PETER T. PARAS

Address: 27200 RIVERVIEW CENTER BLVD., SUITE 309

BONITA SPRINGS, FL 34134

Director: _____

Address: _____

B. OFFICERS

President: PETER T. PARAS

Address: 27200 RIVERVIEW CENTER BLVD., SUITE 309

BONITA SPRINGS, FL 34134

Vice President: _____

Address: _____

Secretary: PETER T. PARAS

Address: 27200 RIVERVIEW CENTER BLVD., SUITE 309, BONITA SPRINGS, FL 34134

Treasurer: PETER T. PARAS

Address: 27200 RIVERVIEW CENTER BLVD., SUITE 309, BONITA SPRINGS, FL 34134

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. PETER T. PARAS, PRESIDENT

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTITUDE, 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 2005.



3691948 8300

050129813

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3689757

DATE: 02-17-05