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06/29/06--01048--001 **78.75

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06 JUL 20 AM 4:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/24/06

COVER LETTER

FILED

TO: New Filing Section
Division of Corporations

06 JUL 20 AM 4:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CARDIOSLEEP, INC.
(Name of corporation - must include suffix)

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:

ART BRADY
(Name of Person)

~~CARDIOSLEEP~~ CARDIOSLEEP, INC.
(Firm/Company)

14499 N. DALE MABRY HWY STE 250
(Address)

TAMPA FL 33618
(City/State and Zip code)

For further information concerning this matter, please call:

ART BRADY at (813) 868-1905
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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06 JUL 20 AM 4:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 7, 2006

ART BRADY
14499 N. DALE MABRY HWY
SUITE 250
TAMPA, FL 33618

SUBJECT: CARDIOSLEEP, INC.
Ref. Number: W06000030139

We have received your document for CARDIOSLEEP, 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 of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 806A00043815

FILED

06 JUL 20 AM 4: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 19, 2006

New Filing Section
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir/Madam:

Our company, CardioSleep, Inc., incorrectly filed as a Domestic Corporation in Florida, even though we are in fact a Delaware corporation. We are filed in Florida under document P05000162502. The filing was intended to be for a Foreign Profit corporation as all of our incorporation is based in Delaware. Subsequent to the filing we even filed a name change as a foreign corporation and it was processed.

We need to correct this situation as quickly as possible. Based on guidance I have received from calling the Amendments section, I have been directed to send the following documents:

1. Dissolution of the existing Florida Corporation, CardioSleep, Inc.
2. Statement saying the company releases claims on the name in Florida.
3. Application for Foreign Corporation.
4. Cover letter explaining the situation.

We are relinquishing all rights to operate under the name CardioSleep, Inc., as a Florida Corporation. We wish to quickly then become qualified as a foreign corporation using the same name. I have included all the appropriate documents in this single package, along with the payments appropriate to each action.

Please contact me right away if there is any problem with this request. I can be reached at 813-868-1905 or abrady@angelgroupinc.com. My mailing address is as follows:

Art Brady
CardioSleep, Inc.
14499 N. Dale Mabry Hwy, Ste 250
Tampa, FL 33618

Thanks for your help,

Art Brady
CardioSleep, Inc.

RECEIVED

06 JUL 20 AM 8:00

DIVISION OF CORPORATIONS

**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. CARDIOSLEEP, 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. DELAWARE 3. 84-170544
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/8/2006 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. 14499 N. DALE MABRY HWY STE 250 TAMPA FL 33618
(Principal office address)

SAME AS #7

(Current mailing address)

8. ANY AND ALL
(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: CT CORPORATION

Office Address: 1200 S. PINE ISLAND
PLANTATION
(City)

, Florida 33324
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(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: PAUL STANLEY

Address: 14499 N. DALE MARRY HWY STE 250 TAMPA FL 33618
(SAME FOR ALL DIRECTORS)

~~Vice Chairman:~~ ^{DIRECTOR} JOSEPH TAGGART

Address: _____

Director: FREDERICK DUGUAY

Address: _____

Director: PATRICK NUMMY LOUIS VARSAMES

Address: _____

B. OFFICERS

President: PATRICK NUMMY

Address: 14499 N. DALE MARRY HWY STE 250 TAMPA FL 33618
(SAME FOR ALL OFFICERS)

Vice President: _____

Address: _____

Secretary: FRED DUGUAY

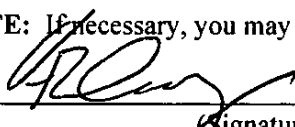
Address: _____

Treasurer: _____

Address: _____

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06 JUL 20 AM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. FREDERICK DUGUAY CEO
(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 "CARDIOSLEEP, 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 TWENTIETH DAY OF JUNE, A.D. 2006.

FILED
06 JUL 20 AM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4107117 8300

060593392

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4841954

DATE: 06-20-06