

2-6-0-4



96 Nature Park Way
Winnipeg, MB R3P 0X8

Phone: 204.943.0066
Fax: 204.943.7646
Toll Free: 888.778.7482 (RIVA)
www.intelligenthospitals.com

January 25, 2008

New Filing Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida
U.S.A. 32301

Dear Sir or Madam:

Please find enclosed the following:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. A cheque in the amount of \$70.00, US Funds to cover the cost of registration.

We are a Canadian Company, who has recently hired a U.S. Employee, who lives in the State of Florida. He will represent us as a Sales Executive, selling our products throughout a designated Territory, including Florida.

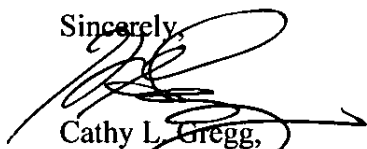
We will be paying him in U.S. Funds, through our Payroll Agent, Ceridian, and must remit his State and Federal withholdings to the appropriate departments and therefore require a State ID Number. He commences employment with our Company on February 4th, 2008, and he will be paid for the first time on February 15, 2008.

I trust that the enclosed paperwork is in order, and that you will provide us with the appropriate numbers and registration for the State of Florida.

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2008 JAN 31 P 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you require further information, please don't hesitate to contact the writer at the number above, ext. 204.

Sincerely,

A handwritten signature in black ink, appearing to read 'Cathy L. Gregg', with a large, stylized flourish extending from the end of the signature.

Cathy L. Gregg,
Manager, Human Resources
& Corporate Services

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Intelligent Hospital Systems Ltd. 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:

Cathy L. Gregg

(Name of Person)

Intelligent Hospital Systems Ltd.

(Firm/Company)

96 Nature Park Way

(Address)

Winnipeg, Manitoba, Canada R3P 0X8

(City/State and Zip code)

For further information concerning this matter, please call:

Cathy L. Gregg

(Name of Person)

at (204) 943-0066, ext. 204

(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

**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. Intelligent Hospital Systems Ltd. Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Canada 3. 98-0520382
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 3, 2004 5. N/A
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 4th, 2008
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 96 Nature Park Way, Winnipeg, Manitoba, Canada R3P 0X8
(Principal office address)

96 Nature Park Way, Winnipeg, Manitoba, Canada R3P 0X8
(Current mailing address)

8. We have a Sales Executive who lives in Florida.
(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: Joseph E. Matthaei (our employee)

Office Address: 1805 Red Hawk Court

St. Augustine, Florida 32092 3209
(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.

Joseph E. Matthaei
(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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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jim Richardson

Address: 203 - 5 Donald Street

Winnipeg, Manitoba, Canada R3L 2T4

Director: Fiona Webster-Mourant

Address: 300 Cree Crescent

Winnipeg, Manitoba, Canada, R3J 3W9

B. OFFICERS

President: Kevin A.F. McGarry

Address: 988 Kilkenny Drive

Winnipeg, Manitoba, Canada R3T 5E5

Vice President: Robert K. Davidson

Address: 300 Oxford Street

Winnipeg, Manitoba, Canada R3M 3J7

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Robert K. Davidson, Chief Financial Officer

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

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TALLAHASSEE, FLORIDA



Industry Canada

Industrie Canada

**Certificate
of Continuance**

**Canada Business
Corporations Act**

**Certificat
de prorogation**

**Loi canadienne sur
les sociétés par actions**

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TALLAHASSEE, FLORIDA

INTELLIGENT HOSPITAL SYSTEMS LTD.

440366-5

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the *Canada Business Corporations Act*, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

Richard G. Shaw
Director - Directeur

January 1, 2007 / le 1 janvier 2007

Date of Continuance - Date de la prorogation

Canada