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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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FOREIGN PROFIT/NONPROFIT CORPORATION

CARDIONET, INC.

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DIVISION OF CORPORATION

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MAR 25 2008
D.A. WHITE

FILED**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

2008 MAR 24 A 9:55

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. TALLAHASSEE, FLORIDA

1. CardioNet, 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

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

3. _____

(FEI number, if applicable)

4. 4/18/2007

(Date of incorporation)

5. perpetual

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

6. upon filing

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

7. 1010 Second Ave., #700, San Diego, CA 92101

(Principal office address)

1010 Second Ave., #700, San Diego, CA 92101

(Current mailing address)

8. mobile cardiac outpatient telemetry

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: _____

(Registered agent's signature)

Harry B. Davis
Asst. Vice President

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:

2008 MAR 24 A 9:55

A. DIRECTORS

Chairman: see attached

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached

Address: _____

Vice President: _____

Address: _____

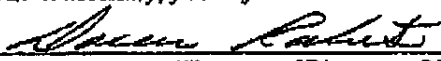
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Doreen Roberts, Secretary
(Typed or printed name and capacity of person signing application)

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**CARDIONET, INC.
OFFICERS AND DIRECTORS**

2008 MAR 24 A 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICERS

James M. Sweeney
Executive Chairman
CardioNet, Inc.
1010 Second Avenue, 7th Floor
San Diego, CA 92101

Doreen M. Roberts,
VP/Corporate Secretary
CardioNet, Inc.
1010 Second Avenue, 7th Floor
San Diego, CA 92101

Martin Galvan
Chief Financial Officer
CardioNet, Inc.
1010 Second Avenue, 7th Floor
San Diego, CA 92101

Arie Cohen
President & CEO
CardioNet, Inc.
1010 Second Avenue, 7th Floor
San Diego, CA 92101

DIRECTORS

Harry T. Rain
General Partner
Foundation Medical Partners
105 Rowayton Avenue
Rowayton, CT 06853

Arie Cohen
President & CEO
CardioNet, Inc.
1010 Second Avenue, 7th Floor
San Diego, CA 92101

Woodrow A. Myers, Jr.
Managing Director
Myers Ventures
One North Illinois St 2102
Indianapolis, IN 46204

Eric N. Prystowsky, MD
The Care Group, LLC
8333 Naab Road, #400
Indianapolis, IN 46260

Fred A Middleton
Managing Director
Sanderling Ventures
400 S. El Camino Real, #1200
San Mateo, CA 94402

James M. Sweeney
Executive Chairman
CardioNet, Inc.
1010 Second Avenue, 7th Floor
San Diego, CA 92101

Robert J. Rubin, MD
Georgetown University
7901 Springer Road
Bethesda, MD 20817

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Delaware

PAGE 1 2008 MAR 24 A 9:55

The First State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDIONET, 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 TWENTY-FOURTH DAY OF MARCH, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARDIONET, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF APRIL, A.D. 2007.

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080343998

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6468229

DATE: 03-24-08