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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

Kimberly K2949

FOREIGN PROFIT/NONPROFIT CORPORATION

AWAREPOINT CORPORATION

Certificate of Status	0
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DIVISION OF CORPORATIONS

FILED
2008 OCT -7 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

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**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. AwarePoint Corporation

(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. Delaware

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

3. 20-0630234

(FEI number, if applicable)

4. December 5, 2003

(Date of incorporation)

5. Perpetual

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

6. Upon registration

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

7. 225 Broadway, Suite 1670, San Diego, CA 92101

(Principal office address)

225 Broadway, Suite 1670, San Diego, CA 92101

(Current mailing address)

8. Development and sales of patient and equipment tracking devices

(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)

**Kimberly B. Moret
as its agent**

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.

SECRETARY OF
TALLAHASSEE, FL

2008 OCT - 7 AM 11

FILED

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

A. DIRECTORS

Chairman: Nicolas NierenbergAddress: 9494 La Jolla Farms Road, La Jolla, CA 92037

Vice Chairman: _____

Address: _____

Director: Jason HoweAddress: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101Director: Harold M. Koenig, M.D.Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

B. OFFICERS

President: _____

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. Gregory L. Solomon

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

14. Gregory Solomon, Chief Financial Officer

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

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

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

A. DIRECTORS

Director: Stephen L. Tomlin

Address: c/o Avalon Ventures, 888 Prospect Street, Suite 320, La Jolla, CA 92037

B. OFFICERS

Chief Executive Officer: Jason Howe

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Chief Financial Officer: Gregory Solomon

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Chief Technology Officer: Matt Perkins

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Chief Medical Advisor: Harold M. Koenig, M.D.

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Vice President of Marketing: Valerie Fritz

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Senior Vice President of International and Business Development: Michael Kitchen

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Senior Vice President of Sales: Kenny Woods

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Vice President of Client Services: Robert Love

Address: c/o AwarePoint Corporation, 225 Broadway, Suite 1670, San Diego, CA 92101

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "AWAREPOINT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF DECEMBER, A.D. 2003, AT 2:27 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF FEBRUARY, A.D. 2004, AT 7:12 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "ANP ACQUISITION CORPORATION" TO "ANP ACQUISITION CORPORATION", FILED THE NINTH DAY OF FEBRUARY, A.D. 2004, AT 7:12 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2005, AT 7:46 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 2005, AT 12:29 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE EIGHTH DAY OF MARCH, A.D. 2006, AT 11:02 O'CLOCK A.M.



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081016998

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6896479

DATE: 10-07-08

Delaware

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The First State

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF
NOVEMBER, A.D. 2006, AT 6:15 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TENTH DAY OF SEPTEMBER, A.D.
2007, AT 12:39 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JULY, A.D.
2008, AT 7:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "AWAREPOINT CORPORATION".

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.

3735994 8310

081016998

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6896479

DATE: 10-07-08