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FOREIGN PROFIT/NONPROFIT CORPORATION

XHALE DIAGNOSTICS, INC.

Certificate of Status	1
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T. Burch MAR 30 2009

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. Xhale Diagnostics, 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. applied for
 (State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 19, 2009 5. perpetual
 (Date of incorporation) (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. 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601
 (Principal office address)
- 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601
 (Current mailing address)

8. Any and all lawful purposes.
 (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: Mindy L. Carreja, Esq.
- Office Address: 1227 N. Franklin Street
Tampa Florida 33602
 (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.

Mindy L. Carreja
 (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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jack WilkensAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Vice-Chairman: Director: S. Tucker JohnsonAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Director: David DizneyAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Director: Mark S. Gold, M.D.Address: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601

B. OFFICERS

Vice President: Louis R. CabanaAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601

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. Louis R. Cabana, Vice President

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

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PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XHALE DIAGNOSTICS, 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 THIRTIETH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XHALE DIAGNOSTICS, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7216242

DATE: 03-30-09