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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MDLiveCare Health Services, 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," or "Certificate of Good Standing" 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:

Robert Smoley
Name of Person
MDLiveCare Health Services, Inc.
Firm/Company
700 Banyan Trail, Suite 200
Address
Boca Raton, FL 33431
City/State and Zip code
BSMOLEY@MDLivecare.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Smoley at (786) 419-4661
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 Cop ☐ \$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. MDLiveCare Health Services, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

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

2. Delaware 3. 26-4322924
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/20/09 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 700 Banyan Trail, Suite 200, Boca Raton, FL 33431
(Principal office address)
- 700 Banyan Trail, Suite 200, Boca Raton, FL 33431
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) under the laws of the State.

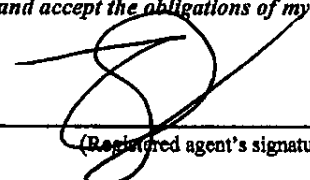
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: McDermott Will & Emery, LLP

Office Address: 201 So. Biscayne Boulevard, Suite 2200
Miami, FL, Florida 33131
(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.

✓ 
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Randy Parker

Address: 700 Banyan Trail, Suite 200
Boca Raton, FL 33431

Director: Robert Smoley

Address: 700 Banyan Trail, Suite 200
Boca Raton, FL 33431

B. OFFICERS

President: Randy Parker, President/Secretary/Treasurer

Address: 700 Banyan Trail, Suite 200
Boca Raton, FL 33431

Vice President: Robert Smoley, CEO/Assistant Secretary

Address: 700 Banyan Trail, Suite 200
Boca Raton, FL 33431

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 Smoley, Pres.

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

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MDLIVECARE HEALTH SERVICES, 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 FIFTH DAY OF
OCTOBER, A.D. 2009.

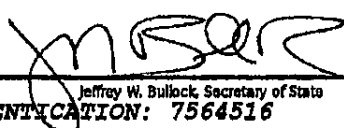
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TALLAHASSEE, FLORIDA

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7564516

DATE: 10-05-09