

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
MRecord Inc.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

RECEIVED
11 JAN -7 PM 5:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 1/10/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MRecord 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:

Ben A. Schnakenberg

Name of Person

MRecord Inc.

Firm/Company

c/o High Road Capital Partners, 1251 Avenue of the Americas, Suite 825

Address

New York, New York 10020

City/State and Zip code

bschnakenberg@highroadcap.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ben A. Schnakenberg

at (212) 554-3269

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 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. MRecord 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. 27-4037026

(FEI number, if applicable)

4. November 23, 2010

(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. 1251 Avenue of the Americas, Suite 825, New York, New York 10020

(Principal office address)

1251 Avenue of the Americas, Suite 825, New York, New York 10020

(Current mailing address)

8. Provide medical transcription services and related services and technologies.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

C T Corporation System

By: 

(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: *See Attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: *See Attached Exhibit A

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. Jeffrey M. Goodrich

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Jeffrey M. Goodrich, Secretary and Treasurer

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

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Exhibit A

Directors

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Name	Business Address
Robert J. Fitzsimmons	c/o High Road Capital Partners 1251 Avenue of the Americas, Suite 825 New York, NY 10020
Jeffrey M. Goodrich	c/o High Road Capital Partners 1251 Avenue of the Americas, Suite 825 New York, NY 10020
William B. R. Hobbs	c/o High Road Capital Partners 1251 Avenue of the Americas, Suite 825 New York, NY 10020
Bruce Guzowski	c/o Accentus Inc. 2430 Don Reid Drive Ottawa, Ontario, Canada K1H 1E1
Stephen Rogers	c/o Accentus Inc. 2430 Don Reid Drive Ottawa, Ontario, Canada K1H 1E1
Roderick Rogers	c/o Accentus Inc. 2430 Don Reid Drive Ottawa, Ontario, Canada K1H 1E1

Officers

Name	Title	Business Address
Susan Sumner	President and CEO	c/o Zylomed Inc. 26381 S. Tamiami Trail, Suite 130 Bonita Springs, FL 34134
Stephen Rogers	Vice President	c/o Accentus Inc. 2430 Don Reid Drive Ottawa, Ontario, Canada K1H 1E1

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Roderick Rogers	Vice President	c/o Accentus Inc. 2430 Don Reid Drive Ottawa, Ontario, Canada K1H 1E1
Robert J. Fitzsimmons	Vice President	c/o High Road Capital Partners 1251 Avenue of the Americas, Suite 825 New York, NY 10020
William B.R. Hobbs	Vice President	c/o High Road Capital Partners 1251 Avenue of the Americas, Suite 825 New York, NY 10020
Jeffrey M. Goodrich	Secretary and Treasurer	c/o High Road Capital Partners 1251 Avenue of the Americas, Suite 825 New York, NY 10020

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Delaware

The First State

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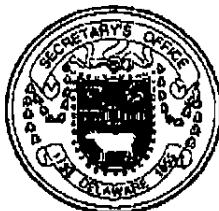
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MRECORD INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JANUARY, A.D. 2011.

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

4899737 8300

110023050

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8479725

DATE: 01-07-11