

Sep. 22. 2011 5:11 PM
Division of Corporations

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★ Part 2 of 2 ★

Florida Department of State
Division of Corporations
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From:

Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: dquezada@carecloud.com

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FOREIGN PROFIT/NONPROFIT CORPORATION

CareCloud Corporation

Certificate of Status	1
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September 21, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INCORPORATING SERVICES FL

SUBJECT: CARECLOUD CORPORATION
REF: W11000048861

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Jessica A Fason
Regulatory Specialist II

FAX Aud. #: E11000230167
Letter Number: 811A00021865

**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. CareCloud Corporation

(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. _____

(FBI number, if applicable)

4. September 18, 2011

(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. 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

(Principal office address)

5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

(Current mailing address)

8. Any purposes allowed under Delaware and Florida law

(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: Albert Santalo

Office Address: 5200 Blue Lagoon Drive, Suite 900

Miami

(City)

, Florida 33126

(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.

Albert C. Santalo

(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: Albert Santalo

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

Vice Chairman: Albert de Cardenas

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

Director: Juan Carlos Mas

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

Director: Roberto L. Palenzuela

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

B. OFFICERS

President: Albert Santalo

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

Vice President: _____

Address: _____

Secretary: Roberto L. Palenzuela

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

Treasurer: Daniel Quezada

Address: 5200 Blue Lagoon Drive, Suite 900, Miami, FL 33126

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

13. _____

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. Albert Santalo, President and CEO

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

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARECLOUD CORPORATION" 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARECLOUD CORPORATION" WAS INCORPORATED ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2011.

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

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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9039447

DATE: 09-20-11

CareCloud Corporation
5200 Blue Lagoon Drive, Suite 900
Miami, FL 33126

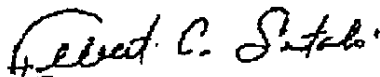
CONSENT TO USE OF NAME

The undersigned, CareCloud Corporation, a Florida corporation, hereby consents to the use of the name CareCloud Corporation within the State of Florida, by CareCloud Corporation, a Delaware corporation.

Dated this 21st day of September 2011.

CARECLOUD CORPORATION, a Florida
corporation

By:


Albert Santalo, Chairman, President and
Chief Executive Officer

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