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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

(Business Entity Name)

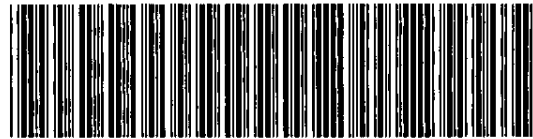
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Certified Copies _____

Certificates of Status _____

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T. Burch APR 10 2012

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: ICARE USA, 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 W. Cotter

Name of Person

Dysart Taylor Cotter McMonigle, & Montemore, P.C.

Firm/Company

4420 Madison Avenue, Suite 200

Address

Kansas City, MO 64111

City/State and Zip code

rcotter@dysarttaylor.com; jdobson@dysarttaylor.com

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

For further information concerning this matter, please call:

Robert W. Cotter

Name of Person

at (816) 931-2700

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. ICARE USA, 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. Missouri

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

3. 01168678

(FEI number, if applicable)

4. September 8, 2011

(Date of incorporation)

5. Perpetual

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

6. January 1, 2012

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

7. 100 Abbie Avenue, Kansas City, KS 66103

(Principal office address)

100 Abbie Avenue, Kansas City, KS 66103

(Current mailing address)

8. To promote, market, sell, maintain customer relationships with respect to products developed by Icare Finland Oy. as well as take other actions related and in furtherance of the foregoing.

(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: CT 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.

See attached

(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.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

RE: ICARE USA, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: 03/16/2012

C T CORPORATION SYSTEM

By Katherine Lackey
Katherine Lackey,
Assistant Secretary

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

A. DIRECTORS

Chairman: Olli-Pekka Salovaara

Address: Hevosenkenkä 3
FI-02600 Espoo, Finland

Vice Chairman: Ari Tiukkanen

Address: Hevosenkenkä 3
FI-02600 Espoo, Finland

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: John Floyd

Address: 809 Faulkner Place
Raleigh, NC 27609

Vice President: _____

Address: _____

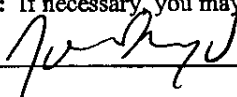
Secretary: John Floyd

Address: 809 Faulkner Place, Raleigh, NC 27609

Treasurer: _____

Address: _____

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

13.  President/CEO
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. John Floyd Pres/CEO
(Typed or printed name and capacity of person signing application)

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

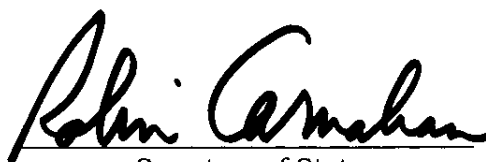
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I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

ICARE USA, INC.
01168678

was created under the laws of this State on the 8th day of September, 2011, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 20th day of March, 2012


Secretary of State



Certification Number: 14557742-2 Reference: JMF

Verify this certificate online at <http://www.sos.mo.gov/businessentity/coskb/verify.asp>