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

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

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FOREIGN PROFIT/NONPROFIT CORPORATION  
MDLIVE, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## CONSENT TO USE OF NAME

MDLIVE, LLC, a dissolved Florida limited liability company (the "LLC"), hereby consents to the use of the name "MDLIVE, INC." by MDLIVE, INC., a Delaware corporation (the "Delaware Corporation"), having its principal office located at 13630 N.W. 8<sup>th</sup> Street, Suite 205, Sunrise, Florida 33325. The Delaware Corporation intends to file with the Florida Secretary of State an Application by Foreign Corporation for Authorization to Transact Business in Florida. The LLC and the Delaware Corporation share common ownership.

IN WITNESS WHEREOF, the LLC has caused this Consent to be executed by its Manager, Randy Parker, as of this 10<sup>th</sup> day October, 2012.

MDLIVE, LLC, a Florida limited liability  
company

By: R. Parker

Randy Parker, Manager

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# 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. MDLIVE, 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. 45-4937055

(FBI number, if applicable)

4. 04/02/2012

(Date of incorporation)

5. Perpetual

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

6. 06/01/2012

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

7. 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

(Principal office address)

13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

(Current mailing address)

8. 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: F&L Corp

Office Address: One Independent Drive, Suite 1300

Jacksonville

(City)

, Florida 32202

(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.

F&L Corp

By: Martin A. Traber

(Registered agent's signature)

Martin A. Traber  
Authorized Signer

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

Director

Chairman: Randy Parker

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

Director

Chairman: Steve Gurland

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

Director: Edward Goldman

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

Director: John Sculley

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

## B. OFFICERS

President and CEO: Randy Parker

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

Vice President:

Address:

Secretary: Randy Parker

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

Executive Chairman

Director: Edward Goldman

Address: 13630 N.W. 8th Street, Suite 205, Sunrise, FL 33325

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. STEVEN GURLAND Director

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

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 DEPARTMENT OF STATE  
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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 "MDLIVE, 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 THIRD DAY OF OCTOBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MDLIVE, INC." WAS INCORPORATED ON THE SECOND DAY OF APRIL, A.D. 2012.

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

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F. H. PO  
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9890834

DATE: 10-03-12

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