

F13000000713

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W13-5690

κ 02/15/13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2013

REBECCA JO SMITH
GEISINGER SYSTEM SERVICES
100 NORTH ACADEMY AVENUE
DANVILLE, PA 17822-4031

SUBJECT: XG HEALTH SOLUTIONS, INC.
Ref. Number: W13000005690

We have received your document for XG HEALTH SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 913A00002242

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: xG Health Solutions, 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:

Rebecca Jo Smith

Name of Person

Geisinger System Services

Firm/Company

100 North Academy Avenue

Address

Danville, PA 17822-4031

City/State and Zip code

rjsmith@geisinger.edu

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

For further information concerning this matter, please call:

Rebecca Jo Smith

Name of Person

at (570) 271-6781

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. xG Health Solutions, 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. 46-1657345

(FEI number, if applicable)

4. 12-28-2012

(Date of incorporation)

5. Perpetual

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

6. Has not transacted business in FL yet.

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

7. 160 Greentree Drive, Suite 101, Dover, Delaware, 19904

(Principal office address)

100 North Academy Avenue Danville, PA 17822-4031

(Current mailing address)

8. xG Health Solutions, Inc. provides solutions which have been demonstrated to enable health systems improve quality for patient care and control costs of health care.

(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 Rd.

Plantation

(City)

Florida 33324

(Zip code)

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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.

[Handwritten signature of VickiAnn Owens]

VickiAnn Owens Special Assistant Secretary

(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.

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

A. DIRECTORS

Chairman: Glenn Steele, MD, PhD
Address: 100 North Academy Avenue
Danville, PA 17822

Vice Chairman: _____
Address: _____

Director: David Felicio
Address: 100 North Academy Avenue
Danville, PA 17822

Director: Kevin Brennan
Address: 100 North Academy Avenue
Danville, PA 17822

B. OFFICERS

President: Ray Herschman
Address: 100 North Academy Avenue
Danville, PA 17822

Vice President: COO - David Nelson
Address: 100 North Academy Avenue
Danville, PA 17822

Secretary: David Felicio
Address: 100 North Academy Avenue, Danville, PA 17822

Treasurer: Timothy Fitzgerlad
Address: 100 North Academy Avenue, Danville, PA 17822

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. David Felicio - Secretary and Chief Legal Officer
(Typed or printed name and capacity of person signing application)

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Addendum to 12B

Chief Executive Officer – Earl Steinberg

100 North Academy Avenue

Danville, PA 17822

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XG HEALTH SOLUTIONS, 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 TWENTY-NINTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XG HEALTH SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012.

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

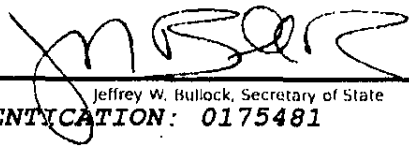
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TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0175481

DATE: 01-29-13