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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
WATERMARK MEDICAL HOLDINGS, INC.

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

FILED
13 MAR 26 PM 4:05
SECRETARY OF STATE
ALBANY, FLORIDA

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ALBANY, FLORIDA

T. Burch MAR 27 2013

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COVER LETTER**TO:** New Filing Section
Division of Corporations**SUBJECT:** Watermark Medical Holdings, 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:

Lillian Arias

Name of Person

Watermark Medical Holdings, Inc.

Firm/Company

1750 Clint Moore Rd., Ste. 101

Address

Boca RatonFL33487

City/State and Zip code

lillian.arias@watermarkmedical.com

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

For further information concerning this matter, please call:

Lillian Arias

at

(581)283-0937

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

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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. Watermark Medical Holdings, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 3/22/13 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1750 Clint Moore Rd., Ste. 101 Boca Raton FL 33487
(Principal office address)

(Current mailing address)

8. any lawful purpose
(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: National Corporate Research, Ltd., Inc.

Office Address: 165 Office Plaza Drive

Tallahassee, Florida 32301
(City) (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.

National Corporate Research, Ltd., Inc.

Kathleen Ballard, Asst. Sec.
(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: John Sculley
Address: 1750 Clint Moore Rd., Ste. 101
Boca Raton FL 33487

Vice Chairman: None
Address: _____

Director: Sean Heyniger
Address: 1750 Clint Moore Rd., Ste. 101
Boca Raton FL 33487

Director: Draw Graham
Address: 1750 Clint Moore Rd., Ste. 101
Boca Raton FL 33487

B. OFFICERS

President: Sean Heyniger
Address: 1750 Clint Moore Rd., Ste. 101
Boca Raton FL 33487

Vice President: _____
Address: _____

Secretary: David Huda
Address: 1750 Clint Moore Rd., Ste. 101 Boca Raton FL 33487

Treasurer: Jack Fiedor
Address: 1750 Clint Moore Rd., Ste. 101 Boca Raton FL 33487

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. Jack Fiedor, CEO
(Typed or printed name and capacity of person signing application)

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERMARK MEDICAL HOLDINGS, 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-SIXTH DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WATERMARK MEDICAL HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2013.

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

FILED
13 MAR 26 PM 4:05
SECRETARY OF STATE
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: 0312086

DATE: 03-26-13

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