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Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION

CereScan Corp.

Certificate of Status	0
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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. CereScan Corp.

(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

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

3. 26-2695110

(FBI number, if applicable)

4. 04/22/2008

(Date of incorporation)

5. Perpetual

(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, P.S., to determine penalty liability)

7. 600 S. Cherry Street, Suite 510, Denver, CO 80246

(Principal office address)

600 S. Cherry Street, Suite 510, Denver, CO 80246

(Current mailing address)

8. any and all lawful business

(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:

Corporation Service Company

Office Address:

1201 Hays Street

Tallahassee

(City)

, Florida

32301

(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.



(Registered agent's signature)

Karen Rose

Asst VP

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: John A. KelleyAddress: 600 S. Cherry Street, Suite 510, Denver, CO 80246Vice Chairman: John AdamsAddress: 600 S. Cherry Street, Suite 510, Denver, CO 80246Director: Dick WilliamsAddress: 600 S. Cherry Street, Suite 510, Denver, CO 80246Director: Rick FortAddress: 600 S. Cherry Street, Suite 510, Denver, CO 80246Director: Bob ConnollyAddress: 600 S. Cherry Street, Suite 510, Denver, CO 80246

B. OFFICERS

CEO: John A. KelleyPresident: 600 S. Cherry Street, Suite 510, Denver, CO 80246CFO/CIO: Brad AmmanAddress: 600 S. Cherry Street, Suite 510, Denver, CO 80246

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. [Signature]

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. Brad Amman, Chief Financial Officer and Chief Information Officer

(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 "CERESCAN CORP." 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 EIGHTH DAY OF APRIL, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CERESCAN CORP." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2008.

SECRETARY OF STATE
FALLAHADIE, FLORIDA

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

AUTHENTICATION: 0339848

DATE: 04-08-13

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