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DAVID FONG, CPA, P.A.
CERTIFIED PUBLIC ACCOUNTANT

1221 EAST ROBINSON STREET • ORLANDO, FLORIDA 32801-2115
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January 23, 2001

Department of State
Registration Section
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

000003575090--0
-01/25/01--01081--013
****160.00 ****160.00

Re: The Cognoscenti Health Institute LLC


Dear Sir/Madam:

Enclosed please find Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office for filing, together with an original certificate of existence and a check in the amount of \$160 to cover the following filing fees:

\$100	Filing Fee for Application
\$ 25	Designation of Registered Agent
\$ 30	Certified Copy
\$ 5	Certificate of Status
<u>\$160</u>	

Also enclosed is a prepaid airbill for overnighting the certified copy and certificate of status to my office. Thank you for your assistance in this matter.

Sincerely,


David Fong, CPA

FILED
00 JAN 25 AM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. THE COGNOSCENTI HEALTH INSTITUTE LLC
(Name of foreign limited liability company)
2. DELAWARE 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/19/00 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 2/1/2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 301 E. PINE ST., SUITE 150
ORLANDO, FLORIDA 32801
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

ALEX CECIL 301 E. PINE ST., SUITE 150, ORLANDO, FL 32801

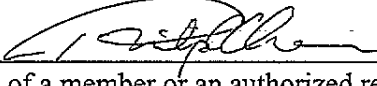
PHILIP CHEN 301 E. PINE ST., SUITE 150, ORLANDO, FL 32801

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

MEDICAL LAB.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PHILIP CHEN

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE COGNOSCENTI HEALTH INSTITUTE LLC

2. The name and the Florida street address of the registered agent and office are:

DAVID FONG

(Name)

1221 E. ROBINSON ST.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

ORLANDO

FL 32801

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

David Fong

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE COGNOSCENTI HEALTH INSTITUTE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE COGNOSCENTI HEALTH INSTITUTE LLC" WAS FORMED ON THE NINETEENTH DAY OF DECEMBER, A.D. 2000.

FILED
00 JAN 25 AM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Secretary of State

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AUTHENTICATION: 0920520

DATE: 01-17-01