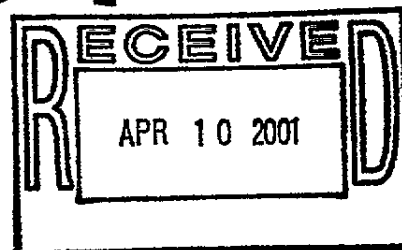




WILLIAM E. TANIS
303 • 628 • 3654 (direct)
303 • 628 • 3723 (fax)
@irelandstapleton.com

MOI 000 0000839

March 30, 2001



Jerry York
Lower Level 10
The Capital
Office of General Counsel
Florida Department of State
Tallahassee, FL 32399-0250

Dear Jerry:

In accordance with our conversation, enclosed is the application for authority to transact business in Florida for Biofone, LLC and three checks: the \$500 penalty; the \$50 annual report fee for 2000; and the \$125 filing fee for authority to transact business together with registered agent fee.

Thank you in advance for your cooperation. If you have any questions, please call.

Sincerely,

William E. Tanis
William E. Tanis

cc: Shelia Burgess
Enclosures
WET/slk

800003995378--3
-04/12/01--01049--022
****125.00 ****125.00

800003995378--3
-04/12/01--01049--023
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-04/12/01--01049--024
*****50.00 *****50.00

\$550.00-Adm.
\$125.00-CF
MOI-839
GA 4/13



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 10, 2001

RE: Biofone, LLC

Based on my review of the file and the payments received from the LLC, it is my recommendation that this file be closed. LLC has paid outstanding report fees from 2000 of \$50.00 and foreign non-qualified penalties of \$500.00 assessed at the statutory minimum of \$500.00 per year and wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority.

/gty

FILED
01 APR 13 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. BIOFONE, LLC
(Name of foreign limited liability company)
2. COLORADO 3. 91-2066548
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 22, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. June 22, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7490 Clubhouse Road, Suite 200, Gunbarrel, CO 80301
(Street address of principal office)

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

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

- Shelia Burgess 3557 Queensbay Court, Oviedo, FL 32765
Dr. Sterling Ainsworth 7490 Clubhouse Road, Suite 200, Gunbarrel, CO 80301

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:

software engineering

Shelia Burgess

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.)

Shelia Burgess, Manager

Typed or printed name of signee

FILED
01 APR 13 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

BIOFONE, LLC - a Colorado limited liability company

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

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..

C T Corporation System

Mark M. Dusch
(Signature)

FILED
01 APR 13 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

BIOFONE, LLC
(COLORADO LIMITED LIABILITY COMPANY)

FILE # 20001124484 WAS FILED IN THIS OFFICE ON June 22, 2000
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: February 22, 2001

Donetta Davidson

SECRETARY OF STATE