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(Address)

(Address)

(City/State/Zip/Phone #)

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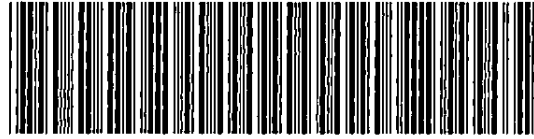
(Business Entity Name)

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DATE: 09-26-08

NAME: HEALTHCAPITAL INC

TYPE OF FILING: APPLICATION FOR FOREIGN CORP

COST: CK FOR \$70 ATTACHED

RETURN:

~~ACCOUNT: FCA0000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

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1st

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. HEALTHCAPITAL, 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 3.
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/27/2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 195 DANBURY ROAD, WILTON, CT 06897
(Principal office address)

195 DANBURY ROAD, WILTON, CT 06897
(Current mailing address)

8. General Partner in a Limited Partnership
(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: Registered Agent Solutions, Inc.

Office Address: 155 Office Plaza Dr. Suite A

Tallahassee, Florida 32301
(City) (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.

Stacia T. Foskey
(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

Director: Eugene Fehca
Address: 15 West Meadow Road
Wilton, CT 06897

Director: Raymond Leone
Address: 149 Fulling Mill Lane
Fairfield, CT 06430

Director: _____
Address: _____

Director: _____
Address: _____

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B. OFFICERS

President: Eugene Fehca
Address: As Above

Vice President: Raymond Leone
Address: As Above

Secretary: Raymond Leone
Address: As Above

Treasurer: Bill Barry
Address: 3 Lake Plac Danbury CT 06810

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

13. Bill Barry
(Signature of Director or Officer listed in number 12 of the application)

14. **BILL BARRY/CFO**
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

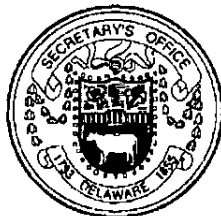
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHCAPITAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF SEPTEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHCAPITAL, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2005.

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.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6825914

DATE: 09-02-08