Filing and License Fee: $310.00 minimum **ID Number:** _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2011 MAY -3 AM 11:51

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Zynex Medical, Inc.

2. It is incorporated under the laws of Colorado

3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is 03/03/1998 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

   9990 Park Meadows DR, Lone Tree, Colorado, 80124

6. The address of its proposed registered office in Rhode Island is ~~155 South Main Street, Suite 301~~ See attached
   (Street Address, not P.O. Box)

   Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
   (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   SEE ATTACHMENT

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	*Address*
Director	Taylor Simonton	9990 Park Meadows DR, Lone Tree, CO 80124
Director	Thomas Sangaard	9990 Park Meadows DR, Lone Tree, CO 80124
Director	Mats Wahlstrom	9990 Park Meadows DR, Lone Tree, CO 80124
Director	Mary Beth Vitale	9990 Park Meadows DR, Lone Tree, CO 80124

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FILED
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By 143693

Form No. 150
Revised: 12/05

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). *SEE ATTACHMENT*

	Name	Address
President		
Vice President	Thomas Sandgaard	9990 Park Meadows DR, Lone Tree, CO 80124
Treasurer	Anthony A. Scalese	9990 Park Meadows DR, Lone Tree, CO 80124
Secretary	Thomas Sandgaard	9990 Park Meadows DR, Lone Tree, CO 80124

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000,000	Common		$0.0001

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 2906000.0000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0.0000.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 28000000.0000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 100000.0000.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.36 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4-29-2011

_____
Signature of Authorized Officer of the Corporation

Thomas Sandgaard, President
Type or Print Name of Authorized Officer

Effective 05/02/2011 the Rhode Island office of
CT Corporation System has moved from
155 South Main Street, Suite 301
Providence, RI 02903

to

10 WEYBOSSET STREET
PROVIDENCE, RI 02903

Attachment to Rhode Island
Corporate Purposes

Sales and rental of prescription only medical devices and related supplies
Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

Officers & Directors

1	Full Name:	Thomas Sangaard
	Officer/Director:	Officer,Director
	Officer's Title:	President and CEO
	Business Address:	9990 Park Meadows DR
	City:	Lone Tree
	State:	CO
	ZIP Code:	80124
2	Full Name:	Anthony A. Scalese
	Officer/Director:	Officer
	Officer's Title:	CFO
	Business Address:	9990 Park Meadows DR
	City:	Lone Tree
	State:	CO
	ZIP Code:	80124
3	Full Name:	Thomas Sandgaard
	Officer/Director:	Officer
	Officer's Title:	Assistant Secretary
	Business Address:	9990 Park Meadows DR
	City:	Lone Tree
	State:	CO
	ZIP Code:	80124

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

ZYNEX MEDICAL, INC.

is a **Corporation** formed or registered on 03/03/1998 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19981040699.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 04/27/2011 that have been posted, and by documents delivered to this office electronically through 05/02/2011 @ 09:48:08.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 05/02/2011 @ 09:48:08 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7935001.

Secretary of State of the State of Colorado

**********End of Certificate**********

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, http://www.sos.state.co.us/biz/CertificateSearchCriteria.do entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, http://www.sos.state.co.us/ click Business Center and select "Frequently Asked Questions."

State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

May 03, 2011 11:51 AM

A. RALPH MOLLIS

Secretary of State

62145-3-583742