# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# Form 10-Q
**Amendment No. 2**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2014**

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 333-181440**

# eWELLNESS HEALTHCARE CORPORATION
(Exact name of registrant as specified in its charter)

| **Nevada** | **26-1607874** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **11825 Major Street, Culver City, California** | **90230** |
| (Address of principal executive offices) | (Zip Code) |

**(310) 915-9700**
(Registrant's telephone number, including area code)

**Dignyte, Inc.**
**605 W Knox Rd., Suite 202, Tempe AZ, 85284**
(Former name or former address, if changed since last report)

*Copies of Communications to:*
Rachael Schmierer, Esq.
Hunter Taubman Weiss
130 West 42nd Street, Floor 10
New York, NY 10036
P: 917-512-0828
F: 212-202-6380

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Ruble 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [X] No [ ]

The number of shares of Common Stock, $0.001 par value, outstanding on May 8, 2014 was 15,603,000 shares.

**Explanatory Note:** This Amendment No. 2 on Form 10-Q (this "Amendment") amends our quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2014 as filed with the Securities and Exchange Commission on May 15, 2014 (the "Original Filing"), as amended on August 6, 2014 (the "Amendment," together with the Original Filing, the "Form 10-Q"). The Company is filing this Amendment in response to comments received from the Staff of the SEC solely to amend:

1) Part I - Item 1, "Financial Statements" to include a discussion of the potential impacts of a Rule 419 violation in Note 8, Subsequent Events;

2) Part I - Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" to include a discussion of the potential Rule 419 violation;

3) Part I - Item 4 "Controls and Procedures" to include a discussion of a material weakness identified subsequent to the Original Filing, the actions taken to remediate such material weakness; and,

4) Part II - Item 6 "Exhibits" to indicate that the new certifications by the Company's principal executive and principal financial officer, as required by Rule 12b-15, are filed as exhibits to this Amendment.

No other changes have been made to the Form 10-Q. This Amendment No. 2 speaks as of the original filing date of the Original Filing, does not reflect events that may have occurred subsequent to the original filing date, and, except as set forth herein, does not modify or update in any way disclosures made in the Form 10-Q.

Accordingly, the Amendment should be read in conjunction with the Original Filing, as well as the Company's other filings made with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the filing of the original filing.

**TABLE OF CONTENTS**

**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**eWELLNESS HEALTHCARE CORPORATION**
**(FORMERLY DIGNYTE, INC.)**
**(A DEVELOPMENT STAGE ENTERPRISE)**
**CONDENSED BALANCE SHEETS**
**(unaudited)**

| | Mar 31, 2014 | Dec 31, 2013 |
|---|---|---|
| **ASSETS** | | |
| CURRENT ASSETS | | |
| Cash | $ 2,100 | $ 100 |
| Restricted Cash | 80,783 | 62,761 |
| TOTAL CURRENT ASSETS | 82,883 | 62,861 |
| TOTAL ASSETS | $ 82,883 | $ 62,861 |
| **LIABILITIES AND STOCKHOLDERS' DEFICIT** | | |
| CURRENT LIABILITIES | | |
| Accounts Payable-Related Party | $ 46,091 | $ 40,893 |
| Accounts Payable | 8,208 | 3,389 |
| TOTAL CURRENT LIABILITIES | 54,299 | 44,282 |
| Common shares subject to possible redemption: 897,000 and 678,500 shares, respectively (at redemption value) | 81,680 | 65,290 |
| STOCKHOLDERS' DEFICIT | | |
| Preferred stock, authorized, 10,000,000 shares, $.001 par value, 0 shares issued and outstanding | | |
| Common stock, authorized, 100,000,000 shares, $.001 par value, 10,000,000 shares and 10,000,000 shares issued and outstanding, respectively (excludes 897,000 and 678,500 shares subject to possible redemption, respectively) | 10,000 | 10,000 |
| Additional Paid in Capital | 11,505 | 7,038 |
| Accumulated Deficit (during development stage) | (74,601) | (63,749) |
| Total Stockholders' Deficit | (53,096) | (46,711) |
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | $ 82,883 | $ 62,861 |

The accompanying notes are an integral part of these condensed financial statements.

**eWELLNESS HEALTHCARE CORPORATION**
**(FORMERLY DIGNYTE, INC.)**
**(A DEVELOPMENT STAGE ENTERPRISE)**
**CONDENSED STATEMENTS OF OPERATIONS**
**For the Three Months Ended March 31, 2014 and 2013**
**and from inception (April 7, 2011) through March 31, 2014**
**(unaudited)**

| | Three Months Ended | | From Inception through |
|---|---|---|---|
| | Mar 31, 2014 | Mar 31, 2013 | Mar 31, 2014 |
| TOTAL REVENUES | $ - | $ - | $ - |
| OPERATING EXPENSES | | | |
| General and administrative | 2,253 | 1,927 | 13,460 |
| Professional Fees | 7,764 | 7,851 | 57,575 |
| Total Operating Expenses | 10,017 | 9,778 | 71,035 |
| OTHER INCOME (EXPENSE) | | | |
| Interest Income | 21 | 6 | 53 |
| Interest Expense - Related Party | (856) | - | (3,485) |
| Interest Expense | - | (20) | (34) |
| Total Other Income (Expense) | (835) | (14) | (3,466) |
| Net Loss before Income Taxes | (10,852) | (9,792) | (74,501) |
| Income Tax Expense | - | (50) | (100) |
| NET LOSS | $ (10,852) | $ (9,842) | $ (74,601) |
| BASIC AND DILUTED LOSS PER COMMON SHARE | $ (0.01) | $ (0.01) | |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | 10,849,100 | 10,055,056 | |

The accompanying notes are an integral part of these condensed financial statements.

**eWELLNESS HEALTHCARE CORPORATION**
**(FORMERLY DIGNYTE, INC.)**
**(A DEVELOPMENT STAGE ENTERPRISE)**
**CONDENSED STATEMENTS OF CASH FLOWS**
**For the Three Months Ended March 31, 2014 and 2013**
**and from inception (April 7, 2011) through March 31, 2014**
**(unaudited)**

| | Three Months Ended | | From Inception through |
|---|---|---|---|
| | Mar 31, 2014 | Mar 31, 2013 | Mar 31, 2014 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net Loss | $ (10,852) | $ (9,842) | $ (74,601) |
| Adjustments to reconcile from Net Loss to net cash used in operating activities | | | |
| Services received to settle subscription receivable | - | - | 10,000 |
| Imputed interest - related party | 856 | - | 3,485 |
| Changes in operating assets and liabilities | | | |
| Accounts payable-related party | 5,198 | 7,484 | 46,091 |
| Accounts payable | 4,819 | 2,364 | 8,208 |
| Net cash provided by (used in) operating activities | 21 | 6 | (6,817) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from Issuance of Redeemable Common Stock | 20,000 | (2,356) | 89,700 |
| Restricted Cash | (18,021) | 5,500 | (80,783) |
| Net cash provided by financing activities | 1,979 | 3,144 | 8,917 |
| NET INCREASE IN CASH | 2,000 | 3,150 | 2,100 |
| CASH. BEGINNING OF PERIOD | 100 | - | - |
| CASH. END OF PERIOD | $ 2,100 | $ 3,150 | $ 2,100 |
| SUPPLEMENTAL INFORMATION | | | |
| Cash paid for income taxes | $ - | $ 50 | $ 100 |
| Cash paid for interest | $ - | $ - | $ - |
| NON-CASH INVESTING AND FINANCING ACTIVITIES | | | |
| Allowable funds transferred from redeemable securities to Additional Paid In Capital | $ 3,611 | $ - | $ 8,020 |

The accompanying notes are an integral part of these condensed financial statements.

**eWELLNESS HEALTHCARE CORPORATION**
**(Formerly Dignyte, Inc.)**
**(A Development Stage Enterprise)**
**Notes to Condensed Financial Statements**
**March 31, 2014**
**(unaudited)**

**Note 1. The Company**

The Company and Nature of Business

eWellness Healthcare Corporation (f/k/a Dignyte, Inc.), (the "Company", "we", "us", "our") was incorporated in the State of Nevada on April 7, 2011, to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. The Company has been in the developmental stage since inception and has no operations to date. Other than issuing shares to its original shareholder, the Company never commenced any operational activities.

As disclosed in the Current Report on form 8-K that was filed on April 11, 2014, we entered into a share exchange agreement (the "Initial Exchange Agreement") pursuant to which we agreed to issue, 9,200,000 shares of our unregistered common stock, $.001 par value (the "common stock") to the shareholders of eWellness Corporation, a Nevada corporation ("eWellness"). In addition, our former chief executive officer agreed to tender 5,000,000 shares of common stock back to the Company for cancellation and also to assign from his holdings an additional 2,500,000 shares to the shareholders of eWellness Corporation resulting in a total of 11,700,000 shares owned by those shareholders, as well as a further assignment of an additional 2,100,000 shares to other parties as stated therein.

The closing of the Initial Exchange Agreement was conditioned upon certain, limited customary representations and warranties, as well as, among other things, our compliance with Rule 419 ("Rule 419) of Regulation C under the Securities Act of 1933, as amended and the consent of our shareholders as required under Rule 419. However, Rule 419 required that the share exchange transaction (the "Share Exchange") contemplated by the Initial Exchange Agreement occur on or before March 18, 2014. Accordingly, after numerous discussions with management and eWellness, the parties entered into an Amended and Restated Share Exchange Agreement (the "Share Exchange Agreement") to reflect a revised business combination structure, pursuant to which we would: (i) file a registration statement on Form 8-A ("Form 8A") to register our common stock pursuant to Section 12(g) of the Exchange Act, which we did on May 1, 2014 and (ii) seek to convert the participants of the Rule 419 transaction into participants of a similarly termed private offering (the "Converted Offering"). We also agreed to change our name to eWellness Healthcare Corporation to more accurately reflect our new business and operations after the Share Exchange, which occurred and was effective as of April 25, 2014.

As the parties satisfied all of the closing conditions, on April 30, 2014, we closed the Share Exchange. As a result, eWellness is now our wholly owned subsidiary and its shareholders own approximately 76.97% of the our issued and outstanding common stock, after giving effect to the cancellation of 5,000,000 shares of our common stock held by Andreas A. McRobbie-Johnson, our former chief executive officer and the further assignment of his shares of common stock as described therein.

Prior to the execution and delivery of the Share Exchange Agreement, the board of directors of Dignyte, Inc. approved the Share Exchange and the transactions contemplated thereby. Similarly, the board of directors of eWellness approved the Share Exchange. On April 25, 2014, immediately prior to the execution and delivery of the Share Exchange Agreement, Dignyte amended its certificate of incorporation to change its corporate name from "Dignyte, Inc." to "eWellness Healthcare Corporation."

Following the Share Exchange, we have abandoned our prior business plan and we are now pursuing eWellness's historical businesses and proposed businesses. eWellness is in the initial phase of developing a unique telemedicine platform that offers Distance Monitored Physical Therapy Programs ("DMpt") to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems specifically designed to help prevent patients that are pre-diabetic from becoming diabetic. Our historical business and operations will continue independently.

The foregoing description of the Share Exchange Agreement does not purport to be complete and is qualified in its entirety by the Share Exchange Agreement, a copy of which is attached to the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on May 6, 2014, and Exhibit 10.1 attached thereto which is incorporated herein by reference.

**Note 2. Summary of Significant Accounting Policies**

Development Stage

The Company's financial statements are presented as statements of a development stage enterprise. Activities during the development stage primarily include related party equity-based and or equity financing. The Company has not commenced any significant operations and, in accordance with ASC Topic 915, the Company is considered a development stage company.

Basis of Presentation

The interim financial information of the Company as of period ended March 31, 2014 and March 31, 2013 and for the period from inception of development stage April 7, 2011 to March 31, 2014 is unaudited and does not reflect the consolidated business and operations of eWellness Corporation. The balance sheet as of December 31, 2013 is derived from audited financial statements. The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements. Accordingly, they omit or condense footnotes and certain other information normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles. The accounting policies followed for quarterly financial reporting conform with the accounting policies disclosed in Note 2 to the Notes to Consolidated Financial Statements included in the Company's annual report on Form 10-K for the year ended December 31, 2013. In the opinion of management, all adjustments which are necessary for a fair presentation of the financial information for the interim periods reported have been made. All such adjustments are of a normal recurring nature. The results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results that can be expected for the entire year ending December 31, 2014. The unaudited financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2013.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ materially from these good faith estimates and judgments.

**Note 3. Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. For the period ended March 31, 2014, the Company has no revenues and no operations. As of March 31, 2014, the Company had not emerged from the development stage and has an accumulated loss of $74,601. Subsequent to the period ending March 31, 2014, the Company completed a share exchange with eWellness Corporation and eWellness is now a wholly owned subsidiary of the Company. (See Note 8 below). The Company intends on financing its future development activities and its working capital needs largely from the sale of public equity securities with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

**Note 4. Restricted Cash**

Restricted cash is cash not available for immediate use. As of March 31, 2014, the Company had $80,783 in restricted cash equivalents in an escrow account at Evolve Bank & Trust in connection with the sale of our common stock pursuant to the terms set forth in our prospectus dated September 18, 2012. As outlined in the prospectus, the Company will be entitled to utilize up to 10% of the proceeds remaining after underwriting commissions, underwriting expenses and dealer allowances have been met in as much as the minimum offering of 50,000 shares has been reached. Per the prospectus, in the event an acquisition is not consummated within 18 months of the effective date of the prospectus or by March 18, 2014, the deposited funds will be returned on a pro rata basis to all investors. Because an acquisition was in process prior to this deadline, the funds were not returned. As noted in this report (See Note 8 below), the acquisition was completed subsequent to March 31, 2014.

**Note 5. Accounts Payable-Related Party**

During the period from inception (April 7, 2011) to March 31, 2014, a related party, a company in which the Secretary-Treasurer and CFO of the Company is also serving as CFO, has paid $52,961 on the behalf of the Company. The amounts outstanding as of March 31, 2014 and December 31, 2013 were $46,091 and $40,893, respectively. During the period ended March 31, 2014, the Company recorded $856 imputed interest on the amount owed to the related party.

**Note 6. Preferred and Common Stock**

Preferred Stock

The total number of shares of preferred stock which the Company shall have authority to issue is 10,000,000 shares with a par value of $0.001. There have been no preferred shares issued as of March 31, 2014.

Common Stock

The total number of shares of common stock which the Company shall have authority to issue is 100,000,000 shares with a par value of $0.001. At inception on April 7, 2011, the Company issued 10,000,000 shares for the value of $10,000 (received by way of a demand promissory note in the principal amount of ten thousand dollars payable by Mr. McRobbie-Johnson to the Company). This promissory note has been repaid through consulting services performed by Mr. McRobbie-Johnson.

During the period ended March 31, 2014, the Company sold 200,000 shares of its common stock for $20,000 pursuant to the offering described in its prospectus dated September 18, 2012. The proceeds from the sale of our common stock are held in an escrow account as discussed in Note 4.

As of the period ended March 31, 2014, the Company has 10,000,000 shares of $0.001 par value common stock issued and outstanding.

Holders of shares of common stock are entitled to cast one vote for each share held at all stockholders' meetings for all purposes including the election of directors. The common stock does not have cumulative voting rights.

No holder of shares of stock of any class is entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now hereafter authorized or whether issued for money, for consideration other than money, or by way of dividend.

**Note 7. Commitments, Contingencies**

The President and director of the Company is involved in other business activities and may, in the future, become involved in other business opportunities that become available. He may face a conflict in selecting between the Company and other business interests. The Company has not formulated a policy for the resolution of such conflicts.

The Company does not own or lease property or lease office space. The office space used by the Company was arranged by the President and director of the Company to use at no charge.

From time to time the Company may become a party to litigation matters involving claims against the Company. Management believes that there are no current matters that would have a material effect on the Company's financial position or results of operations.

**Note 8. Subsequent Events**

At the beginning of April, the Company sold 103,000 shares of common stock for $10,300. These shares were issued on April 23, 2014.

On April 11, 2014, we entered into a share exchange agreement (the "Initial Exchange Agreement") pursuant to which we agreed to issue 9,200,000 shares of our unregistered common stock, $.001 par value (the "common stock") to the shareholders of eWellness Corporation, a Nevada corporation ("eWellness"). In addition, our former chief executive officer agreed to tender 5,000,000 shares of common stock back to the Company for cancellation and also to assign from his holdings an additional 2,500,000 shares to the shareholders of eWellness Corporation resulting in a total of 11,700,000 shares owned by those shareholders, as well as a further assignment of an additional 2,100,000 shares to other parties as stated therein.

As the parties satisfied all of the closing conditions, on April 30, 2014, we closed the Share Exchange. As a result, eWellness is now our wholly owned subsidiary and its shareholders own approximately 76.97% of the our issued and outstanding common stock, after giving effect to the cancellation of 5,000,000 shares of our common stock held by Andreas A. McRobbie-Johnson, our former chief executive officer and the further assignment of his shares of common stock as described therein.

Prior to the execution and delivery of the Share Exchange Agreement, the board of directors of Dignyte, Inc. approved the Share Exchange and the transactions contemplated thereby. Similarly, the board of directors of eWellness approved the Share Exchange. On April 25, 2014, immediately prior to the execution and delivery of the Share Exchange Agreement, Dignyte amended its certificate of incorporation to change its corporate name from "Dignyte, Inc." to "eWellness Healthcare Corporation."

Following the Share Exchange, we have abandoned our prior business plan and we are now pursuing eWellness's historical businesses and proposed businesses. eWellness is in the initial phase of developing a unique telemedicine platform that offers Distance Monitored Physical Therapy Programs ("DMpt") to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems specifically designed to help prevent patients that are pre-diabetic from becoming diabetic. Our historical business and operations will continue independently.

The foregoing description of the Share Exchange Agreement does not purport to be complete and is qualified in its entirety by the Share Exchange Agreement, a copy of which is attached to the Company's Current Report on Form 8-K as filed with the Securities and Exchange Commission on May 6, 2014, and Exhibit 10.1 attached thereto which is incorporated herein by reference.

On May 8, 2014, the Company issued 400,000 shares for a consulting services contract and 3,000 for marketing services.

On May 1, 2014, we sold 1,000,000 shares of our common stock (the "Converted Offering") to investors who initially purchased our common stock pursuant to the terms of our prospectus dated September 18, 2012 (the "Prospectus") at a price of $0.10 per share for a total offering amount of $100,000. The purchase price was paid as follows: $.09 per share in cash from the Rule 419 Trust Account Balance and $0.01 per share which investors previously paid to us in connection with our Rule 419 offering discussed below.

We previously offered for sale in a direct public offering 1,000,000 shares of our common stock, pursuant to Rule 419 of the Securities Act (the "419 Transaction") and filed a Registration Statement on Form S-1 (File No. 333-181440) that was declared effective by the SEC on September 14, 2012 (the "419 Registration Statement"), to which the Prospectus relates. We sold 1,000,000 shares of our common stock (the "Shares") to investors for total subscription proceeds of $100,000 pursuant to the Registration Statement. We used 10% of the subscription proceeds as permitted under Rule 419 and the amount remaining in trust as of the date of the closing of the Share Exchange was $90,000 (the "Trust Account Balance").

Prior to the Share Exchange, we were considered a "blank check" company and a "shell" company and therefore, needed to fully comply with Rule 419 under the Securities Act. Among other things, Rule 419 requires that we deposit the securities being offered and proceeds of the offering contemplated by the Registration Statement into an escrow or trust account pending the execution of an agreement for an acquisition or merger. In addition, we were required to file a post effective amendment to the Registration Statement containing the same information as found in a Form 10 registration statement, upon the execution of the definitive Share Exchange Agreement. As part of the 419 Transaction, we were also required to file and mail a proxy statement pursuant to Section 14(a) of the Exchange Act, pursuant to which our stockholders needed to vote at a special meeting of stockholders to approve, among other things, the Share Exchange Agreement and the transactions contemplated therein. However, Rule 419 also required that the Share Exchange occur on or before March 14, 2014, but it did not. Accordingly, to accomplish the goals originally contemplated upon entering into the initial Share Exchange Agreement with eWellness, and in light of the good working relationship the parties established, the parties agreed that we would enter into the Amended and Restated Share Exchange Agreement reflecting the following transaction structure: (i) file a registration statement on Form 8-A ("Form 8A") to register our common stock pursuant to Section 12(g) of the Exchange Act and (ii) seek to convert the participants of the 419 transaction into participants of a similarly termed private offering (the "Converted Offering"). We filed the Form 8A on May 1, 2014 and received consent from all of the participants of the 419 Transaction to instead participate in the Converted Offering (the "Consent"). As a result, the issuance of the Shares was exempt from registration in reliance upon Regulation D of the 1933 Act; the Shares are classified as permanent equity.

The parties also agreed that we would withdraw the Registration Statement and file a new Registration Statement on Form S-1 to register all of the shares of common stock issued in the Converted Offering and all of the shares of common stock underlying the securities issued pursuant to the Private Placement, within 90 days of the closing of the Share Exchange; although more than 90 days have past since we closed the Share Exchange, none of the investors have expressed any concern or issue regarding same.

By virtue of their specific instructions in the Consent, to use their portion of the Trust Account Balance to purchase shares in the Converted Offering, we believe we took reasonable steps to inform investors of the situation and provided them with an appropriate opportunity to maintain their investment in the Company, if they so chose, or to have their funds physically returned. However, comments we received from the SEC indicate that Rule 419 requires a physical return of funds if a 419 offering cannot be completed because a business combination was not consummated within the required time frame. Consequently, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419. Litigation and enforcement actions are inherently unpredictable, the outcome of any potential lawsuit or action is subject to significant uncertainties and, therefore, determining at this time the likelihood of a loss, any SEC enforcement action and/or the measurement of the amount of any loss is complex. Consequently, we are unable to estimate the range of reasonably possible loss. Our assessment is based on an estimate and assumption that has been deemed reasonable by management, but the assessment process relies heavily on an estimate and assumption that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change that estimate and assumption. In addition, after numerous discussions with its counsel and past management, Management believes the Consent received from the participants to convert their escrowed funds into the private offering constituted a constructive return of the funds and therefore, does not believe that a reserve is warranted or appropriate.

Prior to the Share Exchange, the Private Co. received some investment interest for notes convertible into shares of the Private Co's common stock; however, in light of the pending share exchange and corporate restructuring that would result therefrom, the Private Co sought such investor's consent to instead receive Promissory Notes (as more fully described in "Description of Registrant's Securities" below), in the same amount as the investor's original interest, that would automatically convert into the same securities to be issued in the private financing described elsewhere in this Report. After receiving all of such investor's consent, we issued Promissory Notes in the aggregate principal amount of $130,000.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

*This Quarterly Report on Form 10-Q, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 2 of Part I of this report include forward-looking statements. These forward looking statements are based on our management's current expectations and beliefs and involve numerous risks and uncertainties that could cause actual results to differ materially from expectations. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "proposed," "intended," or "continue" or the negative of these terms or other comparable terminology. You should read statements that contain these words carefully, because they discuss our expectations about our future operating results or our future financial condition or state other "forward-looking" information. Many factors could cause our actual results to differ materially from those projected in these forward-looking statements, including but not limited to: variability of our future revenues and financial performance; risks associated with product development and technological changes; the acceptance of our products in the marketplace by potential future customers; general economic conditions. You should be aware that the occurrence of any of the events described in this Quarterly Report could substantially harm our business, results of operations and financial condition, and that upon the occurrence of any of these events, the trading price of our securities could decline. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, growth rates, levels of activity, performance or achievements. We are under no duty to update any of the forward-looking statements after the date of this Quarterly Report to conform these statements to actual results.*

### THE COMPANY

**Business Overview**

eWellness Healthcare Inc. (f/k/a "Dignyte, Inc.")("eWellness" or the "Company"), was incorporated in the State of Nevada on April 7, 2011, to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions. The Company has been in the developmental stage since inception and has no operations to date. Other than issuing shares to its original shareholder, the Company never commenced any operational activities.

The Company was formed for the purpose of creating a corporation which could be used to consummate a merger or acquisition.

In November 2011, the Company's board of directors and shareholders approved a four for one (4:1) forward stock split and an increase in its authorized capital to 100 million shares of common stock and 10 million shares of blank check preferred stock. In accordance therewith, on November 10, 2011, the Company filed a Certificate of Amendment to its Articles of Incorporation. All references herein to the Company's authorized and issued capital stock are based on its capitalization after the above corporate action.

As disclosed in the Current Report on form 8-K that was filed on April 11, 2014, we entered into a share exchange agreement (the "Initial Exchange Agreement") pursuant to which we agreed to issue shares of our unregistered common stock the shareholders of eWellness Corporation, a Nevada corporation ("eWellness").

Following the Share Exchange, we have abandoned our prior business plan and we are now pursuing eWellness's historical businesses and proposed businesses. eWellness is in the initial phase of developing a unique telemedicine platform that offers Distance Monitored Physical Therapy Programs ("DMpt") to pre-diabetic, cardiac and health challenged patients, through contracted physician practices and healthcare systems specifically designed to help prevent patients that are pre-diabetic from becoming diabetic. Our historical business and operations will continue independently.

As shown in the financial statements accompanying this Quarterly Report, the Company has had no revenues to date and has incurred only losses since its inception. The Company has had no operations and has been issued a "going concern" opinion from our accountants, based upon the Company's reliance upon the sale of our common stock as the sole source of funds for our future operations.

eWellness' operations and corporate offices are located at 11825 Major Street Culver City, CA 90230, with a telephone number of (310) 915-9700.

eWellness Healthcare Corporation's fiscal year end is December 31.

**Results of Operations for the three months ended March 31, 2014 and 2013.**

The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this Quarterly Report.

*Operating Expenses*

Operating expenses during the three months ended March 31, 2014 totaled $10,017 compared to $9,778 for the three months ended March 31, 2013. Operating expenses increased primarily as a result of an increase in general and administrative expense partially offset by a decreased in professional fees.

*Net Loss*

Net loss during the three months ended March 31, 2014 totaled $10,852 compared to $9,842 for the three months ended March 31, 2013. The increase in the net loss is a result of increased operating expenses as discussed above.

**Liquidity and Capital Resources**

The Company had $2,100 and $100 cash as of March 31, 2014 and December 31, 2013, respectively. The Company had $80,783 and $62,761 of restricted cash as of March 31, 2014 and December 31, 2013, respectively. Since the minimum offering of 50,000 shares has been reached, up to 10% of the proceeds remaining after underwriting commissions, underwriting expenses and dealer allowances or $2,100 is now unrestricted and available for use by the Company.

Net cash provided by operating activities was $21 for the three months ended March 31, 2014, compared to $6 for the same period in 2013.

Net cash provided by financing activities during the three months ended March 31, 2014, was $1,979 compared to $3,144 for the three months ended March 31, 2013.

There were 18,500 shares of our common stock issued during the three months ended March 31, 2014. The cash for these shares was received in the year ended December 31, 2013 and deposited in an escrow account as provided for under the terms of our offering of securities as set forth in our September 18, 2012 prospectus. In addition, there were 200,000 shares of our common stock sold for cash of $20,000 during the three months ended March 31, 2014. During the period ended March 31, 2014, there were no warrants exercised.

The Company had not yet earned any revenues or established operations as of and for the period ended March 31, 2014. Subsequent to the end of the period, the Company completed an acquisition. (See Note 8 to the financial statements). Even with the acquisition, our current cash position is not sufficient to fund our cash requirements during the next twelve months including operations and capital expenditures.

We had assets at March 31, 2014 of $82,883. We will be reliant upon shareholder loans, private placements or public offerings of equity to fund any kind of operations. We have secured no sources of loans.

**Contingencies**

The Company may be subject to lawsuits, administrative proceedings, regulatory reviews or investigations associated with its business and other matters arising in the normal conduct of its business. The following is a description of an uncertainty that is considered other than ordinary, routine and incidental to the business.

The closing of the Initial Exchange Agreement with Private Co. was conditioned upon certain, limited customary representations and warranties, as well as, among other things, our compliance with Rule 419 ("Rule 419) of Regulation C under the Securities Act of 1933, as amended (the "Securities Act") and the consent of our shareholders as required under Rule 419. However, Rule 419 required that the Share Exchange occur on or before March 18, 2014, but due to normal negotiations regarding the transactions and the parties efforts to satisfy all of the closing conditions, the Share Exchange did not close on such date. Accordingly, after numerous discussions with management of both parties, they entered into an Amended and Restated Share Exchange Agreement (the "Share Exchange Agreement") to reflect a revised business combination structure, pursuant to which we would: (i) file a registration statement on Form 8-A ("Form 8A") to register our common stock pursuant to Section 12(g) of the Exchange Act, which we did on May 1, 2014 and (ii) seek to convert the participants of the 419 transaction into participants of a similarly termed private offering (the "Converted Offering"), to be conducted pursuant to Regulation D, as promulgated under the Securities Act.

However, pursuant to Rule 419(e)(2)(iv), "funds held in the escrow or trust account[1] shall be returned by first class mail or equally prompt means to the purchaser within five business days [if the related acquisition transaction does not occur by a date that is 18 months after the effective date of the related registration statement]." As set forth above, rather than physically return the funds, we sought consent from the investors of the 419 transaction to direct their escrowed funds to purchase shares in the Converted Offering. The consent document was given to the investors along with a private placement memorandum describing the Converted Offering and stated that any investor who elected not to participate in the Converted Offering would get 90% of their funds physically returned.

52 persons participated in the 419 Offering and each of them gave the Company his/her/its consent to use his/her/its escrowed funds to purchase shares of the Company's restricted common stock in the Converted Offering. To avoid further administrative work for the investors, we believe that we took reasonable steps to inform investors of the situation and provided them with an appropriate opportunity to maintain their investment in the Company, if they so chose, or have their funds physically returned. As Management believes the Consent it received from the participants constituted a constructive return of the funds, it does not believe that a reserve is warranted or appropriate.

Comments we received from the SEC indicate that Rule 419 requires a physical return of funds if a 419 offering cannot be completed because a business combination was not consummated within the required time frame. Consequently, the SEC may bring an enforcement action or commence litigation against us for failure to strictly comply with Rule 419.

This Amendment is being filed in response to comments from the SEC regarding the Current Report on Form 8-K that the Company initially filed on May 6, 2014 and later amended, as well as our quarterly report on Form 10-Q for the quarter ended March 31, 2014; many of those comments pertain to the Company's potential violation of Rule 419. The Company has continued to provide the SEC with information and analysis as to why it believes it did not violate Rule 419, but the SEC has not agreed with the Company's assessments thus far. It is not possible at this time to predict whether or when the SEC may initiate any proceedings, when this issue may be resolved or what, if any, penalties or other remedies may be imposed, and whether any such penalties or remedies would have a material adverse effect on our consolidated financial position, results of operations, or cash flows.

[1] Pursuant to Rule 419(b)(2)(vi), a blank check company is entitled to use 10% of the proceed/escrowed funds; therefore, if a return of funds is required, only 90% of the proceed/escrowed funds need be returned. Here, the Company received $100,000 proceeds and used $10,000 as per Rule 419(b)(2)(vi); therefore, only $90,000 was subject to possible return.

Litigation and enforcement actions are inherently unpredictable, the outcome of any potential lawsuit or action is subject to significant uncertainties and, therefore, determining at this time the likelihood of a loss, any SEC enforcement action and/or the measurement of the amount of any loss is complex. Consequently, we are unable to estimate the range of reasonably possible loss. Our assessment is based on an estimate and assumption that has been deemed reasonable by management, but the assessment process relies heavily on an estimate and assumption that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change that estimate and assumption.

**Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

**ITEM 4. CONTROLS AND PROCEDURES.**

*Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based solely on the definition of "disclosure controls and procedures" in Rule 13a-15(e) promulgated under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit of possible controls and procedures.

Along with the written confirmations and other documentation provided by the Company's previous Chief Executive Officer and Chief Financial Officer, we carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation in connection with the Original Filing, our Chief Executive Officer and Chief Financial Officer concluded that, at March 31, 2014, our disclosure controls and procedures were effective at a reasonable assurance level. This evaluation followed the conversion (the "Conversion") of an offering conducted pursuant to Rule 419 (the "419 Offering") of the Securities Act of 1933, as amended (the "Securities Act") into a private offering conducted pursuant to Rule 506(b) of Regulation D, as promulgated under the Securities Act (the "Private Placement"). When management realized that it could no longer conduct an offering pursuant to Rule 419, because the Company did not complete the acquisition transaction within the required 18 month time frame, it sought consent from the participants of the 419 Offering (the "Investors") to direct the funds that were escrowed for such offering to purchase restricted shares of the Company's common stock in the Private Placement instead. The Company received consent from 100% of the Investors to use their previously submitted funds to instead participate and receive shares pursuant to the Private Placement. As a result, we do not believe we violated Rule 419 or that it was an issue and therefore, the Conversion did not prevent us from concluding that our disclosure controls and procedures were effective; additionally, we did not disclose any issues with our internal controls over financial reporting.

However, following receipt of numerous comments from the Securities and Exchange Commission regarding our ability to effect the Conversion, we recognize that the SEC may determine that we violated Rule 419 of the Securities Act and that we should have disclosed this potential violation and related liability in our filings. Therefore, in conjunction with the filing of this Amendment, management, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, re-evaluated the effectiveness of the Company's disclosure controls and procedures as of March 31, 2014. Based on this re-evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective as of March 31, 2014, at the reasonable assurance level due to a material weakness in our internal control over financial reporting, which is described below.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The primary factors contributing to the material weakness were:

- *Our size has prevented us from being able to employ sufficient resources to enable us to have an adequate level of supervision and segregation of duties within our internal control system.* Specifically, there is limited review of financial reporting and policies and procedures have not yet been implemented to analyze, document, monitor and report on non-routine and complex transactions that require management estimation or judgment.

- The Company does not have adequate controls and procedures or an internal audit function to detect errors in accounting for certain of its financing transactions.

- The lack of sufficient controls in place to ensure that all disclosures required were addressed in our financial statements, which may result in ineffective oversight in the establishment and monitoring of required internal controls and procedures.

We have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness, primarily through the development and implementation of formal policies, improved processes and documented procedures, as well as the hiring of additional finance personnel. Following the Share Exchange, we appointed Mr. Markowski as our Chief Financial Officer. Management believes that the appointment of additional management personnel will lead to increased oversight over the accounting and reporting function. As soon as we can raise sufficient capital or our operations generate sufficient cash flow, we will hire additional personnel to handle our accounting and reporting functions. We also plan to supply enhanced training and education on principles related to accounting for financing transactions, when funds allow.

*Changes in Internal Controls Over Financial Reporting*

There were no changes in the Company's internal controls over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eWellness Healthcare Corporation

Date: October 2, 2014

By: */s/ Darwin Fogt*
Darwin Fogt
Director and Chief Executive Officer
(Principal Executive Officer)

Date: October 2, 2014

By: */s/ David Markowski*
David Markowski, Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 31.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Darwin Fogt, certify that:

1. I have reviewed this Amendment No. 2 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014 of eWellness Healthcare Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 2, 2014

*/s/ Darwin Fogt*

Darwin Fogt,
Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.2

Exhibit 31.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, David Markowski, certify that:

1. I have reviewed this Amendment No. 2 to the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014 of eWellness Healthcare Corporation (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15-d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 2, 2014

*/s/ David Markowski*

David Markowski, Chief Financial Officer
(Principal Financial and Accounting Officer)

Exhibit 32.1 Certification of the Chief Executive Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Amendment No. 2 to the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended March 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), the undersigned Darwin Fogt, Chief Executive Officer of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

eWellness Healthcare Corporation.

Date: October 2, 2014

By: */s/ Darwin Fogt*
Darwin Fogt, Director and Chief Executive Officer
(Principal Executive Officer)

*This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*

Exhibit 32.2 Certification of the Chief Financial Officer of eWellness Healthcare Corporation pursuant to Section 906 of the Sarbanes Oxley Act of 2002

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Amendment No. 2 to the Quarterly Report on Form 10-Q of eWellness Healthcare Corporation (the "Company") for the quarterly period ended March 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), the undersigned David Markowski, Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

eWellness Healthcare Corporation

Date: October 2, 2014

*/s/ David Markowski*
David Markowski, Chief Financial Officer
(Principal Financial and Accounting Officer)

*This certification accompanies this Quarterly Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.*