

CT CORPORATION SYSTEM

F01000005704

CORPORATION(S) NAME

InnerDyne Inc.

0

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01 NOV - 1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7

BK

- Profit
- Nonprofit
- Foreign *qualification*
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

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01 NOV - 1 PM 12:25
DIVISION OF CORPORATION

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

11/1/01

Order#: 4866631

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

000004663040--6

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*****70.00 *****70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Innerdyne, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Delaware 3. 87-0431168
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 12/02/1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
- 7. 150 Glover Avenue, Norwalk, CT 06856
(Principal office address)
- same
(Current mailing address)

See Attachment

- 8. _____
(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 or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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.

BY: C T Corporation System
Pamela R. Bristol
(Registered agent's signature) Pamela Bristol, Asst. Secy.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

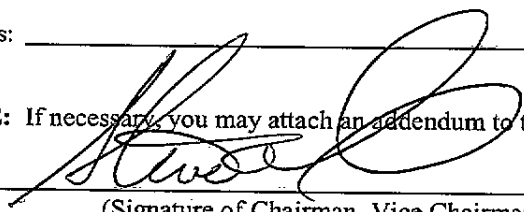
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steve Amelio, Vice President _____
(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

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Purpose Clause

Manufacturer of medical devices and any other purposes permitted by applicable law. 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.

Innerdyne, Inc.

ATTACHED LIST OF DIRECTORS & OFFICERS

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TALLAHASSEE, FLORIDA

Directors:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Irving Gutin	Director	One Town Center Road Boca Raton, FL 33486
Richard Meelia	Director	15 Hampshire Street Mansfield, MA 02048
Mark Swartz	Vice President	One Town Center Road Boca Raton, FL 33486

Officers:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Richard Meelia	President	15 Hampshire Street Mansfield, MA 02048
Alan Panzer	President - North American Operations	150 Glover Avenue Norwalk, CT 06856
Steven Amelio	Vice President Chief Financial Officer	150 Glover Avenue Norwalk, CT 06856
Irving Gutin	Vice President	One Town Center Road Boca Raton, FL 33486
Michael Belnick	Vice President	9 West 57th Street New York, NY 10019
Chuck Dockendorf	Vice President	15 Hampshire Street Mansfield, MA 02048

Mark Foley

Vice President

One Town Center Road
Boca Raton, FL 33486

Mark Swartz

Vice President

One Town Center Road
Boca Raton, FL 33486

Scott Stevenson

Vice President and
Assistant Treasurer

One Town Center Road
Boca Raton, FL 33486

Michael A. Robinson

Treasurer

9 West 57th Street
New York, NY 10019

Alan Carlton

Secretary

150 Glover Avenue
Norwalk, CT 06856

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State of Delaware
Office of the Secretary of State PAGE 1

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TALLAHASSEE FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNERDYNE, 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 2001.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2280428 8300

AUTHENTICATION: 1404353

010527841

DATE: 10-23-01