



F02000004448

FILED  
02 AUG 29 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 717405 7313773  
AUTHORIZATION : *Patricia Pijut*  
COST LIMIT : \$ 70.00

ORDER DATE : August 23, 2002

ORDER TIME : 10:19 AM

ORDER NO. : 717405-020

500007424325--9

CUSTOMER NO: 7313773

CUSTOMER: Mr. Vadim Gilman  
Oridion Capnography, Inc.  
21 Highland Circle

Needham, MA 02494-3038

AL

FOREIGN FILINGS

NAME: ORIDION CAPNOGRAPHY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: \_\_\_\_\_

RECEIVED  
02 AUG 29 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. ORIDION CAPNOGRAPHY, 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. California (State or country under the law of which it is incorporated)      3. 94-3277806 (FEI number, if applicable)

4. July 07, 1997 (Date of incorporation)      5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. July 01, 2002 (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. 21 Highland Circle  
Needham, MA 02494 (Principal office address)

FILED  
AUG 29 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Current mailing address)  
Sales and marketing of medical diagnostic monitors. To engage in any act or activity for which corporations may be organized.

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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(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.*

Corporation Service Company

By: Susan A. Vertrees  
(Registered agent's signature)

Susan A. Vertrees, Assistant Vice President

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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
02 AUG 29 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

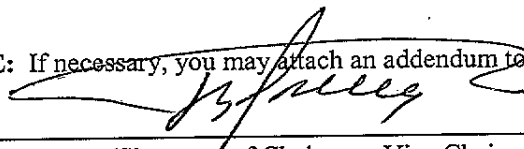
Secretary: \_\_\_\_\_

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. Vadim Gilman, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

ORIDION CAPNOGRAPHY INC.

OFFICERS

Patricia Hennessey - President/Vice President  
21 Highland Circle  
Needham, MA 02494

Vadim Gilman - Assistant Secretary  
21 Highland Circle  
Needham, MA 02494

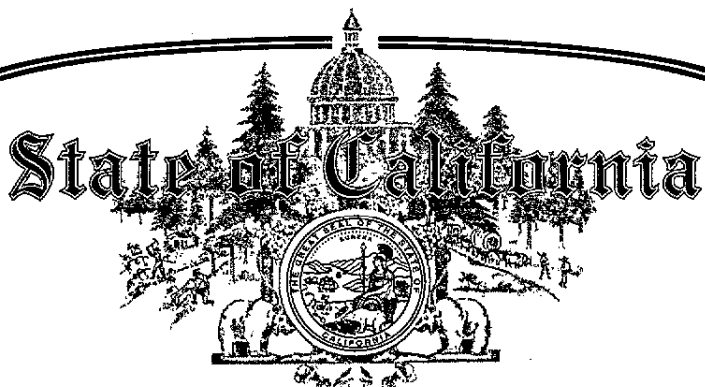
DIRECTORS:

George Yariv  
21 Highland Circle  
Needham, MA 02494

Walter Tabachnik  
7 Ha Marpe, Jerusalem, IS

Yacov Bubis  
7 Ha Marpe, Jerusalem, IS

FILED  
02 AUG 29 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**SECRETARY OF STATE**  
**CERTIFICATE OF STATUS**  
**DOMESTIC CORPORATION**

FILED  
02 AUG 29 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **7th day of July, 1997, ORIDION CAPNOGRAPHY, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

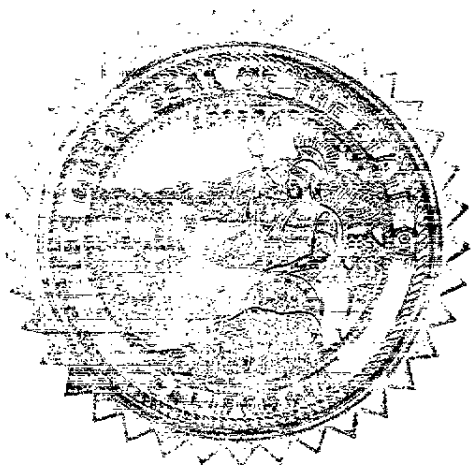
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 23, 2002.



*Bill Jones*  
BILL JONES  
Secretary of State

tb