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DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Quinton Cardiology, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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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. Quinton Cardiology, 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. Washington 3. 91-0790559
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-3-1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 25, 2004
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3303 Monce Villa Parkway
(Principal office address)

Bothell, WA 98021
(Current mailing address)

8. Manufacture and distribution of patient monitoring systems
(Purpose(s) of corporation authorized to home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NQT acceptable)

Name: CT 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.

CT Corporation System

By: [Signature]
(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.

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Ruediger Naumann-Etienne

Address: 3303 Monte Villa Parkway

Bothell, WA 98033

Vice Chairman: Not applicable

Address: _____

Director: Michael K. Matysik

Address: 3303 Monte Villa Parkway

Bothell, WA 98021

Director: John R. Hinson

Address: 3303 Monte Villa Parkway

Bothell, WA 98021

B. OFFICERS

President: See list attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

*See attached for additional officers

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Michael K. Matysik, Sr. Vice President

(Typed or printed name and capacity of person signing application)

**Quinton Cardiology, Inc.
Attachment**

Directors:

| <u>Name</u> | | <u>Business Address</u> |
|--------------------------|-----------------------|---|
| Ruediger Naumann-Etienne | Chairman of the Board | 3303 Monte Villa Parkway Bothell, WA 98033 |
| John R. Hinson | | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Michael K. Matysik | | 3303 Monte Villa Parkway Bothell, WA 98033 |

Officers:

| <u>Name</u> | | <u>Business Address</u> |
|--------------------------|---|---|
| Ruediger Naumann-Etienne | Chairman of the Board | 3303 Monte Villa Parkway Bothell, WA 98033 |
| John R. Hinson | President and Chief Executive Officer | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Michael K. Matysik | Senior Vice President, Chief Financial Officer and Secretary | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Allan Criss | Vice President, Acute Care | 3303 Monte Villa Parkway Bothell, WA 98033 |
| David Hadley | Vice President of Research and Development | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Atul Jhalani | Vice President, Marketing | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Darryl Lustig | Vice President, Primary Care | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Timothy J. Way | Director of Finance and Administration, Assistant Treasurer and Assistant Secretary | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Mike Adams | Vice President, Information Systems | 3303 Monte Villa Parkway Bothell, WA 98033 |
| Paul Kamps | Vice President, Service | 3303 Monte Villa Parkway Bothell, WA 98033 |

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION OF QUINTON CARDIOLOGY, INC.

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 12/2/1983.

I FURTHER CERTIFY that as of the date of this certificate, QUINTON CARDIOLOGY, INC. remains active and has complied with the filing requirements of this office.

Date: September 23, 2004

UBI: 600-543-992



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed

Sam Reed, Secretary of State