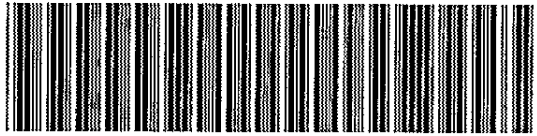


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

734
\$ 11,515.00
W06-27056

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TALLAHASSEE, FLORIDA

J 10/16/06

COVER LETTER

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06 OCT 12 AM 9:34

TO: New Filing Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Fisher & Paykel Healthcare, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tamara Belash

(Name of Person)

Fisher & Paykel Healthcare, Inc

(Firm/Company)

22982 Alcalde Drive, Suite 101

(Address)

Laguna Hills, CA 92653

(City/State and Zip code)

For further information concerning this matter, please call:

Tamara Belash

(Name of Person)

at (949) 470-3933 Ext. 381

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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06 OCT 12 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 13, 2006

TAMARA BELASH
22982 ALCALDE DRIVE
SUITE 101
LAGUNA HILLS, CA 92653

SUBJECT: FISHER & PAYKEL HEALTHCARE, INC.
Ref. Number: W06000027056

We have received your document for FISHER & PAYKEL HEALTHCARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$11,515.00.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 806A00040266

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. Fisher & Paykel Healthcare, 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. California

(State or country under the law of which it is incorporated)

3. 33-0675741

(FEI number, if applicable)

4. 08/09/1995

(Date of incorporation)

5.

(Duration: Year corp. will cease to exist or "perpetual")

6. 05/14/1996

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

7. 22982 Alcalde Dr., Suite 101, Laguna Hills, CA, 92653

(Principal office address)

22982 Alcalde Dr., Suite 101, Laguna Hills, CA, 92653

(Current mailing address)

8. Sales Solicitation / Distribution of Durable Medical Equipment

(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 NOT acceptable)

Name: HIQ Corporate Services, Inc.

Office Address: 1574 Village Square Blvd

Tallahassee, Florida 32309

(City)

(Zip code)

FILED 06 OCT 12 AM 9:34 SECRETARY OF STATE TALLAHASSEE FLORIDA

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.

(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mike Daniell

Address: 15 Maurice Paykel Place, East Tamaki, New Zealand

Director: Paul Shearer

Address: 15 Maurice Paykel Place, East Tamaki, New Zealand

B. OFFICERS

President: Justin Callahan

Address: 22982 Alcalde Dr., Suite 101, Laguna Hills, CA, 92653

Vice President: _____

Address: _____

Secretary: Peter D. Hernandez

Address: 22982 Alcalde Dr., Suite 101, Laguna Hills, CA, 92653

Treasurer: Peter D. Hernandez

Address: 22982 Alcalde Dr., Suite 101, Laguna Hills, CA, 92653

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. Peter D. Hernandez (Corporate Secretary)

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

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06 OCT 12 PM 9:34
SECRETARY OF STATE
HALLMARK BLDG
HONOLULU HI

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF CALIFORNIA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is : FISHER & PAYKEL HEALTHCARE, INC.

2. The name and address of the registered agent and office is :

HIQ CORPORATE SERVICES, INC.
1574 VILLAGE SQUARE BLVD
SUITE 100
TALLAHASSEE FLORIDA 32309

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

HIQ CORPORATE SERVICES, INC.

By: Casey McGuire

Casey McGuire, its Assistant Secretary

2/14/2006

Date

Filing Fee: \$35 for Designation of Registered Agent

State of California
Secretary of State

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06 OCT 12 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **9th day of August 1995, FISHER & PAYKEL HEALTHCARE, INC.**, became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; 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 March 21, 2006.



A handwritten signature in black ink, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State