F07000000870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F07-870

HealthTronics

December 29, 2006

Registration Section
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Re: Application for Registration as a Foreign Corporation

Dear Sir or Madam:

Enclosed herein please find the *Application for Registration as a Foreign Corporation* and check number 138831 in the amount of $ 70.00 made payable to the Department of State, which represents the filing fee to *Foreign Qualify* the Corporation of Prime Medical Operating, Inc..

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TALLAHASSEE, FLORIDA

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Please send the stamped filed copy to my attention at the address provided below:

HealthTronics
1301 Capital of Texas Highway, Suite 200B
Attn: Kari Smith
Austin, Texas 78746

If you have any questions, please call me directly at 512.721.4748 or you may send me a fax at 512.721.4772.

Respectfully,

Kari Smith
Associate Counsel

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Prime Medical Operating, 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:

Kari Smith
(Name of Person)

(Firm/Company)

1301 Capital of Texas Highway, Suite 200B
(Address)

Austin, Texas 78746 - 6534
(City/State and Zip code)

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TALLAHASSEE FLORIDA

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For further information concerning this matter, please call:

Kari Smith at (512) 721 - 4546
(Name of Person) (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:

- [x] $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

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. Prime Medical Operating, 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. Delaware
(State or country under the law of which it is incorporated)

3. 13-2734997
(FEI number, if applicable)

4. 01/21/1986
(Date of incorporation)

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

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

7. 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534
(Principal office address)

1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534
(Current mailing address)

8. Any lawful business activity under the Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation (City), Florida 33324 (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.

C T Corporation System

By: Howard L Volz — Howard L. Volz Asst. Secretary
(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: Sam B. Humphries

Address: 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534

Vice Chairman: James S. B. Whittenburg

Address: 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534

Director:

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Sam B. Humphries, President & CEO

Address: 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534

Vice President: Kari Smith, Assistant Secretary

Address: 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534

Secretary: Richard Rusk, VP & Secretary

Address: 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534

Treasurer: James Clark, Treasurer

Address: 1301 Capital of Texas Highway, Suite 200B Austin, Texas 78746 - 6534

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

13. Kari Smith
(Signature of Director or Officer listed in number 12 of the application)

14. Kari Smith, Assistant Secretary
(Typed or printed name and capacity of person signing application)

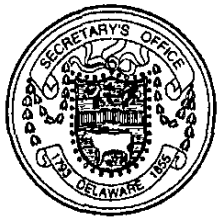
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIME MEDICAL OPERATING, 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-EIGHTH DAY OF DECEMBER, A.D. 2006.

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

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AUTHENTICATION: 5315118

DATE: 12-28-06