

F95000005142



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET

TALLAHASSEE, FL 32310

904 222-4411

904 222-4411 FAX

800 341-8086

RECEIVED

95 OCT 23 AM 10:07

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 714355 86901K

AUTHORIZATION *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : October 23, 1995

ORDER TIME : 9:02 AM

ORDER NO. : 714355

CUSTOMER NO: 86901K

500001617265

CUSTOMER: Ms. Janette McIntyre
Prentice Hall Legal &
Suite 250
1455 Response Road
Sacramento, CA 95815

FOREIGN FILINGS

NAME: CARDIOMETRICS, INC.

☐ PROFIT
☐ NON-PROFIT

☐ CORPORATE
☐ LIMITED PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebreana Randolph

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 AM 10:34
W4
10/23

**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. Cardiometrics, 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. 77-0095687
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 1, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 645 Clyde Avenue
Mountain View, CA 94043
(Current mailing address)

8. Any lawful activities authorized under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**
The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street; Suite 105
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.
By: Marcia A. Haver, Asst. Secy.
(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 addresses of officers and/or directors: SEE ATTACHMENT 1

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.

Robert Y. Newell, IV Vice President, Finance and Administration,

(Typed or printed name and capacity of person signing application) Chief Financial Officer
and Secretary

ATTACHMENT 1

Cardiometrics, Inc.

Application by Foreign Corporation for Authorization to Transact Business in Florida

12A. Directors:

**H. Raymond Wallace (Chairman)
13523 Toni Ann Place
Saratoga, CA 95070**

**Menahem Nassi, Ph.D.
Cardiometrics, Inc.
645 Clyde Avenue
Mountain View, CA 94043**

**Neal Dempsey
Bay Partners
10600 N. De Anza Blvd., Suite 100
Cupertino, CA 95014**

**Brian D. Jacobs
St. Paul Venture Capital, Inc.
8500 Normandale Lake Blvd., Suite 1940
Bloomington, MN 55437-3831**

**David B. Musket
Musket Research Associates, Inc.
260 Franklin Street, Suite 1910
Boston, MA 02110**

**Robert J. Erra
MCG/Healthcare
13335 Arroya Vista
Poway, CA 92064**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 AM 10:34

12B. Officers:

Address:

Cardiometrics, Inc.
645 Clyde Avenue
Mountain View, CA 94043

Menahem Nassi, Ph.D.

President and Chief Executive Officer

Robert Y. Newell, IV

Vice President, Finance and Administration,
Chief Financial Officer and Secretary

Michael J. Billig

Vice President, Regulatory, Clinical and
Quality

Robert C. Colloton

Vice President, Marketing and U.S. Sales

Jeffrey S. Frisbie

Vice President, Research and Development

Calvin K. Lee

Vice President, Manufacturing

Michael J. Soma

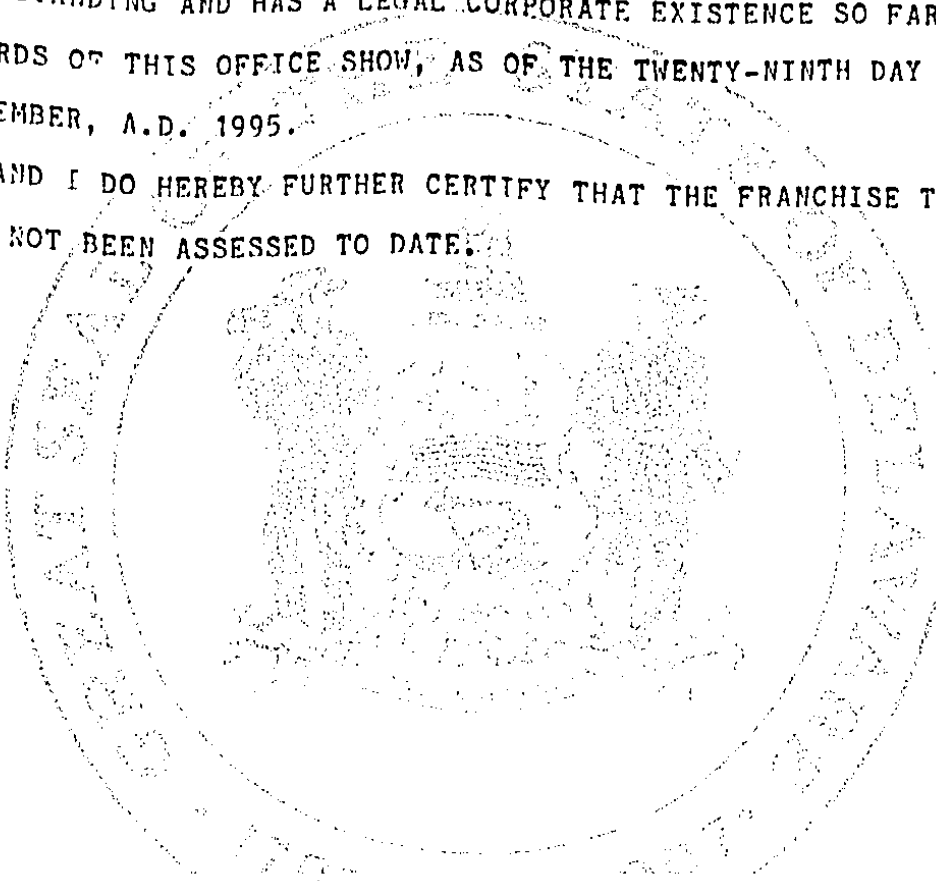
Vice President, International Sales and
Operations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 AM 10:34

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDIOMETRICS, 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-NINTH DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



RECEIVED
DIVISION OF CORPORATIONS
95 OCT 23 AM 10:34



2531610 8300

950223637

Edward J. Freel

Edward J. Freel, Secretary of State

7658645

AUTHENTICATION:

09-29-95

DATE: