



M02000002205

ACCOUNT NO. : 072100000032  
REFERENCE : 710836 7136747  
AUTHORIZATION : Patricia Pizuto  
COST LIMIT : \$ 125.00

FILED  
2002 AUG 21 PM 1:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ORDER DATE : August 19, 2002

ORDER TIME : 10:23 AM

ORDER NO. : 710836-020

500007250725--9

CUSTOMER NO: 7136747

CUSTOMER: Mr. Warren T. Oates, Jr.  
Philips Electronics North  
1251 Avenue Of The Americas

New York, NY 10020

FOREIGN FILINGS

NAME: PHILIPS MEDICAL CAPITAL, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

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

RECEIVED  
02 AUG 21 AM 11:50  
TALLAHASSEE, FLORIDA

J. BRYAN AUG 21 2002

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

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- 1. PHILIPS MEDICAL CAPITAL, LLC  
(Name of foreign limited liability company)
- 2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 48-1268248  
(FEI number, if applicable)
- 4. July 11, 2002  
(Date of Organization)
- 5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. upon filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 1111 Old Eagle School Road, Wayne, PA 19087

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

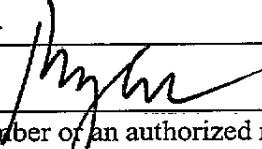
9. The name and usual business addresses of the managing members or managers are as follows:

- Philips Electronics North America Corporation, 1251 6th Avenue, New York, NY 10020
- De Lage Landen Financial Services, Inc., 1111 Old Eagle School Road, Wayne, PA 19087
- \_\_\_\_\_
- \_\_\_\_\_

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

Financial Services/Finance Company

  
\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.08(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Philips Electronics North America Corporation  
Belinda W. Chew, Authorized Representative  
\_\_\_\_\_  
Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PHILIPS MEDICAL CAPITAL, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.*

Deborah D. Skipper

(Signature):

Deborah D. Skipper  
Asst. V. Pres.

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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# Delaware

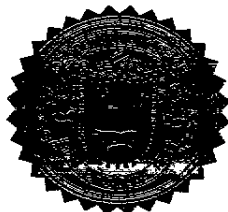
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHILIPS MEDICAL CAPITAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHILIPS MEDICAL CAPITAL, LLC" WAS FORMED ON THE ELEVENTH DAY OF JULY, A.D. 2002.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



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020523340

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1942620

DATE: 08-19-02