

Document Number Only
F96000005402

CT CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, FL 32301 222-1092
 City State Zip Phone

CORPORATION(S) NAME

800001977708--7
 -10/16/96--01105--001
 *****70.00 *****70.00

800001977708--7
 -10/16/96--01105--002
 *****400.00 *****400.00

W96-21991

ADMED Surgical Products, Inc.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 OCT 16 PM 12:03

10/17

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out | |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

C T CORPORATION SYSTEM

SUBJECT: XOMED SURGICAL PRODUCTS, INC.
Ref. Number: W96000021991

We have received your document for XOMED SURGICAL PRODUCTS, INC. and your check(s) totaling \$470.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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 (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00047470

Dear Michael,
Please see the attached doc(s)
+ back date to 10-16-96.
Thanks!

Tamara / CT

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION 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. Xomed Surgical Products, 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. 06-1393528-0
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 5, 1994 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 5, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.150, F.S.))
7. 6743 Southpoint Drive North
Jacksonville, Florida 32216
(Current mailing address)
8. To engage in any lawful act or activity in 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:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent 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

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: James T. Treace
Address: 6743 Southpoint Drive North
Jacksonville, Florida 32216

Vice Chairman: _____
Address: _____

Director: Richard B. Emmitt
Address: 18 Bank Street
Summit, New Jersey 07901

Director: Paul H. Klingenstein
Address: 1 Embarcadero Center, Suite 3820
San Francisco, CA 94111

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B. OFFICERS

President: James T. Treace
Address: 6743 Southpoint Drive North
Jacksonville, FL 32216

Vice President: F. Barry Bays
Address: 6743 Southpoint Drive North
Jacksonville, FL 32216

Secretary: Thomas E. Timbie
Address: 6743 Southpoint Drive North
Jacksonville, FL 32216

Treasurer: Thomas E. Timbie

Address: 6743 Southpoint Drive North

Jacksonville, FL 32216

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.

Thomas E. Timbie
(Typed or printed name and capacity of person signing application)

ADDENDUM

Director: William R. Miller

Address: 150 East 52nd Street, 12th Floor
New York, NY 10022

Director: Rodman W. Moorhead, III

Address: 466 Lexington Avenue, 10th Floor
New York, NY 10017

Director: James E. Thomas

Address: 466 Lexington Avenue, 10th Floor
New York, NY 10017

Director: Elizabeth H. Weatherman

Address: 466 Lexington Avenue, 10th Floor
New York, NY 10017

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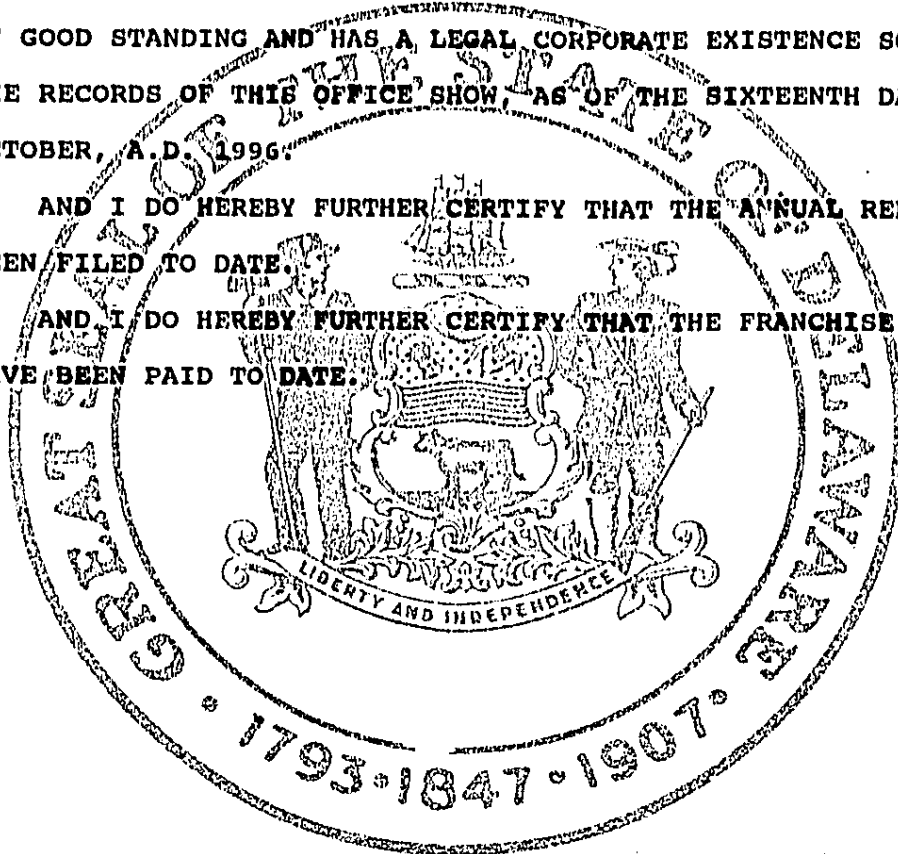
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XOMED SURGICAL PRODUCTS, 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 SIXTEENTH DAY OF OCTOBER, A.D. 1996.

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.



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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

2391243 8300

AUTHENTICATION:

8148235

960300249

DATE:

10-16-96