

F00000001271

Document Number Only

Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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500003162525--9
-03/08/00--01069--023
*****70.00 *****70.00

Corporation(s) Name

C.A.E. Inc

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> (XXX) Walk in	<input type="checkbox"/> (XXX) Pick-up	<input type="checkbox"/> () Will Wait

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jeffrey Butterfield

Thank You!

6 pgs

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: C.A.E., Inc., dba Encore Medical Systems
(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:

Adam Schwenker, Esquire

(Name of Person)

Gray Care Ware & Freidenrich LLP

(Firm/Company)

4365 Executive Drive, Suite 700

(Address)

San Diego, CA 92121

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Adam Schwenker, Esquire

(Name of Person)

at (858) 677-1435

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, James Bixby, do hereby certify that this Resolution of the Board of Directors of C.A.E., Inc., a corporation duly organized and existing under the laws of the State of California, was duly adopted on 3 of March 2000.

Resolved, that C.A.E., Inc., organized and existing in the State of California, hereby adopts the name **Encore Medical Systems, Inc.** for use in Florida.

Dated: March 6, 2000


James Bixby, Chairman

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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. C.A.E., 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. California

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

3. 94-3354490

(FEI number, if applicable)

4. 02/08/00

(Date of incorporation)

5. Perpetual

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

6. 04/01/00

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 937 Longdale Avenue

Longwood, FL 32750

(Current mailing address)

8. Medical equipment repair

(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 or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, 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.

M. T. Fitzpatrick

(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: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: James Bixby

Address: c/o SeQual Technologies Inc.

11436 Sorrento Valley Road, San Diego, CA 92121

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Chesley A. Ellis

Address: 937 Longdale Avenue

Longwood, FL 32750

Vice President: _____

Address: _____

Secretary: Chesley A. Ellis

Address: 937 Longdale Avenue

Longwood, FL 32750

Treasurer: Chesley A. Ellis

Address: 937 Longdale Avenue

Longwood, FL 32750

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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. James Bixby , Chairman

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

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

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TALLAHASSEE FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **8th day of February, 2000, C.A.E., INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

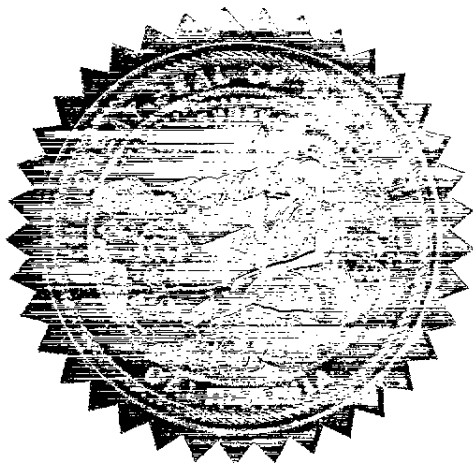
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 February 25, 2000.



Bill Jones
BILL JONES
Secretary of State

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