

F00000003509

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

700003298897--7
-06/21/00--01052--015
*****70.00 *****70.00

700003298897--7
-06/21/00--01052--016
*****8.75 *****8.75

CORPORATION(S) NAME

Boston Medical Technologies, Inc.

MJH

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

06 JUN 21 PM 2:03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/21/00

RECEIVED
00 JUN 21 AM 11:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Boston Medical Technologies, 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. 04-3426720
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/08/98 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 02/25/00
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 607 North Avenue, Suite 15
Wakefield, MA 01880
(Current mailing address)

8. Development of diagnostic instrument used by physicians to measure heart rate variability
(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: C T Corporation System

Office Address: 1200 South 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.

C T Corporation System

Amy Berteletti
(Registered agent's signature)

AMY BERTELETTI
SPECIAL ASSISTANT SECRETARY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: none

Address: _____

Vice Chairman: none

Address: _____

Director: John C. Schafer

Address: 607 North Ave, Suite 15

Wakefield, MA 01880

Director: Alan M. Cohen

Address: 607 North Ave, Suite 15

Wakefield, MA 01880

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

President: John C. Schafer

Address: 607 North Ave, Suite 15

Wakefield, MA 01880

Vice President: Alan M. Cohen

Address: 607 North Ave, Suite 15

Wakefield, MA 01880

Secretary: none

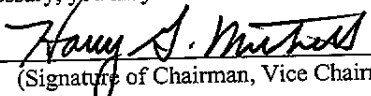
Address: _____

Treasurer: Harry G. Mitchell

Address: 607 North Ave, Suite 15

Wakefield, MA 01880

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. Harry G. Mitchell, VP, CFO, Treasurer
(Typed or printed name and capacity of person signing application)

BOSTON MEDICAL TECHNOLOGIES
ADDITIONAL DIRECTORS

Ernie Carabillo
EXPERTech Associates
100 Main St, Suite 120
Concord, MA 01742

Marc Fogassa
Atlas Ventures
222 Berkeley Street
Boston, MA 02116

John Brooks
Prism Venture
100 Lowder Brook Drive, Suite 2500
Westwood, MA 02090

Ronald W. Lennox, Dr. Philosophy
Collinson, Howe & Lennox
1055 Washington Blvd, 5th Fl
Stamford, CT 06901

State of Delaware
Office of the Secretary of State

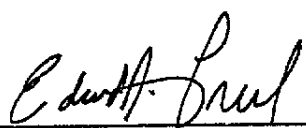
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOSTON MEDICAL TECHNOLOGIES, 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 FIFTEENTH DAY OF JUNE, A.D. 2000.

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.




Edward J. Freel, Secretary of State

2912911 8300

001305204

AUTHENTICATION:

DATE:

0500348

06-15-00