



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000004790

ACCOUNT NO. : 072100000032

REFERENCE : 807350 4313159

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 22, 2000

ORDER TIME : 12:07 PM

ORDER NO. : 807350-005

CUSTOMER NO: 4313159

CUSTOMER: Michael L. Sufott, Esq  
Berlack, Israels & Lieberman  
120 West 45th Street

New York, NY 10036

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-08/24/00--01061--006

\*\*\*\*\*78.75 \*\*\*\*\*78.75

FOREIGN FILINGS

NAME: VECTOR MEDICAL TECHNOLOGIES  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS EXT 1133

00 AUG 24 PM 3:47

RECEIVED  
DIVISION OF CORPORATIONS

00 AUG 24 PM 1:55

*Handwritten initials and date:*  
Jk  
8/24

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AUG 24 PM 3:47

1. Vector 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

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

3. pending

(FEI number, if applicable)

4. July 18, 2000

(Date of incorporation)

5. Perpetual

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

6. August 7, 2000 - date of consummation of merger of Florida constituent with and into this  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) corporation.

7. 3785 North Federal Highway, Suite 300

Boca Raton, Florida 33434

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized  
under the General Corporation Law of the State of Delaware and authorized to carry out in  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) the State of Florida  
under the Florida

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)** Business  
Corporation Act.

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.*

Corporation Service Company

By: Laura R. [Signature]

(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)

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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

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. David H. Fater  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID H. FATER; CHIEF FINANCIAL OFFICER  
(Typed or printed name and capacity of person signing application)

FILED  
DIVISION OF STATE  
CORPORATIONS  
00 AUG 24 PM 3:47

# VECTOR MEDICAL TECHNOLOGIES, INC.

Rider to Application for Authorization to Transact Business in Florida

## Response to Item 12.

### A. Directors:

Chairman of the Board of Directors:

Michael H. Salit, M.D.  
c/o Vector Medical Technologies, Inc.  
3785 North Federal Highway, Suite 300  
Boca Raton, Florida 33434

Director:

James J. Whidden  
c/o Vector Medical Technologies, Inc.  
3785 North Federal Highway, Suite 300  
Boca Raton, Florida 33434

Director:

Diran Kaloustian  
c/o Vector Medical Technologies, Inc.  
3785 North Federal Highway, Suite 300  
Boca Raton, Florida 33434

### B. Officers:

Chief Executive Officer:

Michael H. Salit, M.D.  
c/o Vector Medical Technologies, Inc.  
3785 North Federal Highway, Suite 300  
Boca Raton, Florida 33434

President:

James J. Whidden  
c/o Vector Medical Technologies, Inc.  
3785 North Federal Highway, Suite 300  
Boca Raton, Florida 33434

Chief Financial Officer and Senior Vice President - Administration

David Fater  
c/o Vector Medical Technologies, Inc.  
3785 North Federal Highway, Suite 300  
Boca Raton, Florida 33434

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STAFF OF  
DIVISION OF  
CORPORATIONS  
00 AUG 24 PM 3:41

State of Delaware  
Office of the Secretary of State

PAGE 1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 24 PM 3:47

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VECTOR 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 TWENTY-SECOND DAY OF AUGUST, A.D. 2000.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

3261521 8300

AUTHENTICATION: 0633014

001425120

DATE: 08-22-00