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LAW OFFICES OF
HENDRY, STONER,
SAWICKI & BROWN, P.A.
PROFESSIONAL ASSOCIATION
200 EAST ROBINSON STREET, SUITE 506
ORLANDO, FLORIDA 32801

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ 300003328573-2
(Corporation Name) (Document #) -07/19/00-01107-010
*****78.75 *****78.75
2. _____
(Corporation Name) (Document #) W-18470
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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- ☐ Profit
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☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10/20

Examiner's Initials

TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

SUBJECT: W. O. M. GmbH Innovative Produkte fuer Medizin und Technik
(Name of corporation)

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:

Carl Christian Thier
(Name of Person)

W. O. M. USA IMP+T, Inc.
(Firm/Company)

4531 36th Street

(Address)

Orlando, Florida 32811

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

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

Carl-Christian Thier
(Name of Person)

at (407) 438-8810
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 3, 2000

HENDRY STONER SAWICKI & BROWN PA
200 EAST ROBINSON ST, STE 500
ORLANDO, FL 32801

SUBJECT: W.O.M. GMBH INNOVATIVE PRODUKLE FUR MEDIZIN UND
TECHNIK
Ref. Number: W00000018470

We have received your document for W.O.M. GMBH INNOVATIVE PRODUKLE FUR MEDIZIN UND TECHNIK and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4615.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 100A00052274

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 25, 2000

HENDRY STONER SAWICKI & BROWN PA
200 EAST ROBINSON ST, STE 500
ORLANDO, FL 32801

SUBJECT: W.O.M. GMBH INNOVATIVE PRODUKLE FUR MEDIZIN UND
TECHNIK
Ref. Number: W00000018470

We have received your document for W.O.M. GMBH INNOVATIVE PRODUKLE FUR MEDIZIN UND TECHNIK and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

NEED ENGLISH TRANSLATION OF CERTIFICATE.,

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00040426

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TALLAHASSEE, FLORIDA

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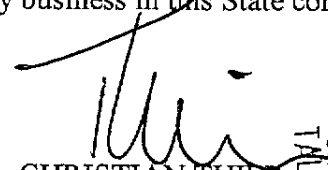
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME this day personally appeared Carl-Christian Thier, known to me and known to be the individual set forth herein who upon first being duly sworn under oath deposes and says:

My name is Carl-Christian Thier and I am the Senior Vice President of the proposed Registered Agent, WOM USA IPM+T, Inc. and the individual who executed the Application by Foreign Corporation for Authorization to Transact Business in Florida on behalf of WOM GmbH Innovative Produkte Fur Medizin Und Technik. A statement indicating erroneous information was listed on the application. The date of June 01, 1996 set forth in said Application at line 6 related only to soliciting or obtaining orders which required acceptance outside this State before they became contracts which does not constitute transacting business within the meaning of *Florida Statutes* 607.1501(1) pursuant to *Florida Statutes* 607.1501(2)(f). WOM GmbH Innovative Produkte Fur Medizin Und Technik has not to date transacted any business in this State contrary to *Florida Statutes* 607.1501.

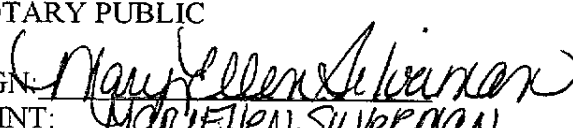
FURTHER AFFIANT SAYETH NOT.


CARL-CHRISTIAN THIER

The foregoing instrument was acknowledged before me this 11th day of October, 2000, by Carl-Christian Thier. He is personally known to me and did take an oath.

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TALLAHASSEE, FLORIDA

NOTARY PUBLIC

SIGN: 

PRINT: MARY ELLEN SILVERMAN

State of Florida at Large

My Commission Expires:

Commission No./Serial No:

(SEAL)

MARY ELLEN SILVERMAN
Notary Public, State of Florida
My Comm. Expires Feb. 15, 2002
Comm. No. CC 716777

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

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

1. W.O.M. GmbH Innovative Produkte für Medizin und Technik Corporation
(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. Germany
(State or country under the law of which it is incorporated)

3. HR B 2814
(FEI number, if applicable)

4. 07/18/1974
(Date of Incorporation)

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

6. June 01, 1996 Upon Issuance of Certificate of Authority
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. ALTE POSTSTR. 11

96337 LUDWIGSTADT, Germany
(Current mailing address)

8. SALE OF GOODS, Manufacturing of Medical Devices
(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: W.O.M. USA IPM+T, Inc.

Office Address: 7616 Southland Blvd, Suite 100

Orlando

Florida, 32809
(Zip Code)

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

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.

[Signature]
(Registered agent's signature)

W.O.M. USA IPM+T, Inc., Exec. VP

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: N. A.

Address: _____

Vice Chairman: N. A.

Address: _____

Director: N. A.

Address: _____

Director: N. A.

Address: _____

B. OFFICERS

President: Peter P. Wiest

Address: 7486 Lake Marsha Drive
Orlando, Florida

Vice President: Peter Hammerschmidt

Address: Am Brand 2
96355 Tettnan

Secretary: Barbara Schoeffel

Address: Kirchgasse 5
96337 Ludwigsstadt

Treasurer: Purchase Manager: Thomas Schmidt

Address: Ludwigsstädter Strasse 26
96337 Ludwigsstadt

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TALLAHASSEE, FLORIDA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

 Peter P. Wiest
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

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

No. of the Entry	a) Company b) Location c) Object of the Enterprise	Nominal or Registered Capital DM	Management Board Personally Liable Partner Director Liquidator	Prokura	Legal Relations	a) Day of the Entry and Signature b) Notes
1	2 a) Ciba GmbH International Marketing Concept b) Berlin c) International Marketing in the fields of non- picture and... ...information, as well as the... ...dealing with multimedia marketing... ...books and marketing tools of any... ...kind, implementation of creative ideas... ...and special events in the areas of... ...art, music, publishing, public... ...advertis, marketing, art promotion... ...and sales, especially... ...music production.	200,000.00 DM	4 Peter P. West, Graduate Engineer in Berlin Peter Hammerschmidt, Electrician in Teltow	5 Single Prokura: Barbara Seifert, Ludwigstadt TALLAHASSEE, FLORIDA	6 Company with limited liability. On April 23, 1974 the Partnership Agreement has been completed and has been changed several times. Since then, the last time based on (prokura) the company meetings of March 13, 1998 and August 9, 1998, the company is called, he represents the company alone. In case there are more directors elected, the company will be represented jointly by at least two directors or one director and one prokuraist. The company is authorized to represent the company and an exemption from the provisions of paragraph 181 of the BGB (Bundes Gesetz Buch) can be granted. Peter P. West has been elected as director with single legal authority to represent the company and is authorized to make legal transactions with himself or with himself as representative of third parties. In the company meeting on January 23, 1998 and January 27, 1998, it was decided that the company is moving its headquarters from Berlin to Ludwigstadt, as well as the change of the company name and the purpose of the corporation and with that the alterations of the paragraphs 1 and 2 of the charter as well as the revised text of paragraph 4 (Nominal Capital) and the change of the paragraphs 6 (Direct and 8 (Annual Statement of Accounts) of the charter, and the total revision of the charter. The purpose of the company has been changed. Peter Hammerschmidt has been elected to be another director with single legal authority to represent the company.	7 a) March 9, 1988 b) Resolutions: B1 208ff B1 210 SBd. New Charter: B1 211ff SBd. First Entry: Antenagelst Charlotteburg (local Court) HBB (Händlergesellschaft) 8766 on July 19, 1974
2	1 a) W.O.M. Innovative Products for Medicine and Technology b) Ludwigstadt c) Production of medical devices the production of parts made out of feasible materials of all kinds on CNC Machines and MC workstations as well as production of "Beugruppen" - Specialty machines - Production of staff single use medical articles; Implementation of creative ideas and special events in the areas of art and music; publishing, public relations, marketing, art promotion and sales, especially music production; The participation in operations of any kind.	800,000 DM	Joachim R. Blaschke, geb. 30.03.1961, Berlin	Single Prokura: Thomas Schmidt, geb. 13.10.1955, Ludwigstadt/Ebersdorf	The company meeting on May 9, 2000 resulted in the increase of the nominal capital from DM 100,000 to DM 800,000 for the implementation of the merger between the company W.O.M. GmbH Physikalisch-medizinischer Apparatbau "seated in Berlin (Vandagelst Charlotteburg, HR B 11921) and with that the alteration of the paragraph 4 of the charter. Furthermore the change of the name of the company and the alteration of paragraph 1 of the charter was decided. Joachim R. Blaschke was elected to be a director. He represents the company always alone.	a) May 12, 1988 b) Mergerscontract B1 257 ff SE Resolutions B1 268ff SE New Charter B1 416 ff SE
3	a) W.O.M. World of Medicine GmbH	800,000 DM	Joachim R. Blaschke, geb. 30.03.1961, Berlin	Single Prokura: Jörg Baffy, geb. July 19, 1960, Berlin Michael Oh, geb. August 12, 1964, Hirschfeld. Carl Christian Thier, geb. October 10, 1957, Orlando, Florida, USA	The company meeting on May 9, 2000 resulted in the increase of the nominal capital from DM 100,000 to DM 800,000 for the implementation of the merger between the company W.O.M. GmbH Physikalisch-medizinischer Apparatbau "seated in Berlin (Vandagelst Charlotteburg, HR B 11921) and with that the alteration of the paragraph 4 of the charter. Furthermore the change of the name of the company and the alteration of paragraph 1 of the charter was decided. Joachim R. Blaschke was elected to be a director. He represents the company always alone.	a) July 13, 2000 b) Mergerscontract B1 257 ff SE Resolutions B1 268ff SE New Charter B1 416 ff SE

No. of the Entry	a) Company b) Location c) Object of the Enterprise	Nominal or Registered Capital DM	Management Board Personally Liable Partner Director Liquidator	Proforma	Legal Provisions	a) Day of the Entry and Signature b) Notes
1	2	3	4	5	6	7
				FILED 00 OCT 20 AM 9 SECRETARY OF STATE TALLAHASSEE, FLORIDA	The company "W.O.M. GmbH" Physikalisch-technischer Apparatbau "created in Berlin (Vereinsgericht Charlottenburg, HRB 11921) has based on the merger agreement of May 9, 2000, with the transfer of the corporate assets in total, and the dissolution, without liquidation, merged with the named corporation. In the general meetings on May 9, 2000 each corporation agreed to the merger of the two companies. Stamp of the Seal of the court in Coburg, Bavaria The identity of this copy with the original is hereby notarized. The underlined entities are deemed to be deleted. Coburg, August 14, 2000	a) August 14, 2000 b) Merger Agreement B1, 257 ff. SE Merger Resolutions B1, 260 ff. SE Notar: Antje Gerdt Charlottenburg HRB 11921

I, the undersigned, Carl-Christian Thier, hereby certify that the translation from German to English of the enclosed document „German registration of W.O.M. World of Medicine GmbH“ is true and accurate to the best of my knowledge, ability and belief.

This certificate of accuracy was executed on this 21st day of September, 2000.


Carl-Christian Thier

Sworn to me this 21st day of September, 2000.


Notary Public

MARY ELLEN SILVERMAN
Notary Public, State of Florida
My Comm. Expires Feb. 15, 2002
Comm. No. CC 716777

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TALLAHASSEE, FLORIDA

a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Personlich haftende Gesellschafter Abnehmer	00 OCT 20 AM 9:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
2 a) W.O.M. World of Medicine GmbH	3 800.000,-- DM	4 Joseph R. Blasecky, geb. 20.03.1961, Berlin	Einzelprokuren: Jörg R. Blasecky, geb. 19.07.1960, Berlin. Richard Ott, geb. 12.08.1964, Hirschfeld. Carl Christian Thier, geb. 10.10.1967, Isenlohe, Florida, USA.	5 Die Belegschaftsversammlung von 09. Mai 2000 hat die Erhöhung des Stammkapitals um DM 100.000,-- auf DM 900.000,-- zur Durchführung der Verschmelzung mit der Firma "W.O.M. GmbH Physikalisch-medizinischer Apparatbau" mit dem Sitz in Berlin (Amtsgericht Charlottenburg, HR B 11921) und insoweit die Änderung des § 4 der Satzung beschließen. Weiterhin wurde die Änderung der Firma und insoweit die Änderung des § 1 der Satzung beschlossen. Joseph R. Blasecky ist zum weiteren Geschäftsführer bestellt. Er vertritt die Gesellschaft stets allein.	7 a) 13. Juli 2000 b) Vorstandsatzung Beschlüsse Bl. 257 ff. SE Bl. 258 ff. SE Keine Satzung Bl. 416 ff. SE
				Die Belegschaftsversammlung von 09. Mai 2000 hat die Erhöhung des Stammkapitals um DM 100.000,-- auf DM 900.000,-- zur Durchführung der Verschmelzung mit der Firma "W.O.M. GmbH Physikalisch-medizinischer Apparatbau" mit dem Sitz in Berlin (Amtsgericht Charlottenburg, HR B 11921) und insoweit die Änderung des § 4 der Satzung beschließen. Weiterhin wurde die Änderung der Firma und insoweit die Änderung des § 1 der Satzung beschlossen. Joseph R. Blasecky ist zum weiteren Geschäftsführer bestellt. Er vertritt die Gesellschaft stets allein.	a) 14. August 2000 b) Vorstandsatzung Beschlüsse Bl. 257 ff. SE Bl. 258 ff. SE Keine Satzung Bl. 416 ff. SE
				Die Übernahmestimmung vorsehender Kopie mit den Eintragungen im Register wird beglaubigt. Unterzeichnetes gilt als gelöscht. Coburg, 14. Aug. 2000 Der Urkundsbearbeiter der Geschäfts- stelle des Amtsgerichts Röntgenkamp Amtsinspektor	Verwalter: Amtsgericht Charlottenburg HRB 11921

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HR B 2814



Die Übernahmestimmung vorsehender
Kopie mit den Eintragungen im
Register wird beglaubigt.
Unterzeichnetes gilt als gelöscht.
Coburg, 14. Aug. 2000
Der Urkundsbearbeiter der Geschäfts-
stelle des Amtsgerichts
Röntgenkamp
Amtsinspektor

Firma Sitz Gegenstand des Unternehmens		Grund- oder Stammkapital DM	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
2 Iga GmbH International Marketing Concept Böblingen		3 700.000,-- DM	4 Peter P. Wiest, Diplom-Ingenieur in Berlin Peter Hammerschmidt, Elektroinstalla- teur in Tettau	5 Einzelprokura: Barbara Schöffel, Ludwigsstadt	6 Gesellschaft mit beschränkter Haftung. Der Gesellschaftsvertrag ist am 23. April 1974 abgeschlos- sen und mehrfach geändert worden, zuletzt durch Beschlüs- se der Gesellschafterversammlung vom 13. März 1986 und 09. August 1986. Ist ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer be- stellt, wird die Gesellschaft gemeinschaftlich durch zwei Geschäftsführer oder durch einen Geschäftsführer in Ge- meinschaft mit einem Prokuristen vertreten. Alleinvertretungsbefugnis und Befreiung von den Beschrän- kungen des § 181 BGB kann erteilt werden. Peter P. Wiest ist zum alleinvertretungsberechtigten Geschäftsführer bestellt worden und ist berechtigt Rechtsgeschäfte mit sich selbst oder mit sich als Ver- treter Dritter abzuschließen. Die Gesellschafterversammlung vom 23. Januar 1988 und vom 27. Januar 1988 hat die Sitzverlegung von Berlin nach Ludwigsstadt, die Änderung der Firma und des Unterneh- mensgegenstandes und insoweit die Änderung der §§ 1 und 2 der Satzung, sowie die Neufassung des § 4 (Stammkapital) und die Änderung der §§ 6 (Geschäftsführer) und 8 (Jahres- abschluss) der Satzung, sowie die insgesamt Neufassung der Satzung beschlossen. Die Firma ist geändert. Peter Hammerschmidt ist zum alleinvertretungsberechtigten weiteren Geschäftsführer bestellt.	a) 9. März 1998 <i>P. Wiest</i> b) Beschlüsse: Bl. 206ff., Bl. 210 S8d. Neue Satzung: Bl. 211ff S8d. Erste Eintragung: Amtsgericht Charlottenburg HRB 8766 am 18.07.1974
Die Beteiligung an Unternehmen aller Art.					Die Übereinstimmung vorstehender Kopie mit den Eintragungen im Register wird beglaubigt. Unterschiedliches gilt als gelöscht. Ludwigsstadt, 17. Mai 2000 Justizsekretärin Engel	a) 12. Mai 1999 <i>Engel</i>