

F00000006869<sup>7</sup>

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: LIFECORE BIOMEDICAL, INC.  
(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:

Mark T. Sellnow 900003382329--6  
(Name of Person) -09/05/00-01133-012  
Lifecore Biomedical, Inc. W-21929  
(Firm/Company)  
3515 Lyman Blvd  
(Address)  
Chaska MA 55318  
(City/State/Zip)

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

Mark T. Sellnow at ( 952 ) 368-6207  
(Name of Person) (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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 7, 2000

MARK T. SELLNOW  
LIFECORE BIOMEDICAL INC  
3515 LYMAN BLVD  
CHASKA, MN 55318

SUBJECT: LIFECORE BIOMEDICAL, INC.  
Ref. Number: W00000021929

We have received your document for LIFECORE BIOMEDICAL, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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 \$7015.00.

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: 400A00047370

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COUNTY OF HENNEPIN )  
 ) ss.  
STATE OF MINNESOTA )

1. I am over eighteen (18) years of age and competent to make this Affidavit.
2. I am personally familiar with the facts herein set forth.
3. I currently am the Executive Vice President and CFO of Lifecore Biomedical, Inc.
4. Upon review, Lifecore Biomedical, Inc. discovered that it had listed incorrect information on Lifecore Biomedical, Inc.'s "Application by Foreign Corporation for Authorization to Transact Business in Florida" (hereinafter "the Application").

6. The correct date on which Lifecore Biomedical, Inc. first began transacting business in Florida, as defined by Fla. Stat. §607.1501, was July 27, 2000. Any activities conducted by Lifecore Biomedical, Inc. in Florida before July 27, 2000, do not constitute transacting business within the meaning of Fla. Stat. § 607.1501.

7. Specifically, the only activities conducted by Lifecore Biomedical, Inc. before July 27, 2000 were as follows: (1) soliciting or obtaining orders through employees, agents, or otherwise which orders all required acceptance outside the State of Florida before the orders could become contracts; and (2) transacting business in interstate commerce. Pursuant to Fla. Stat. § 607.1501(2), these activities do not

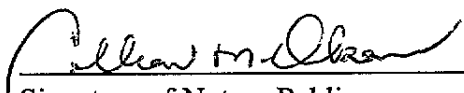
constitute transacting business within the meaning of Fla. Stat. § 607.1501(1).

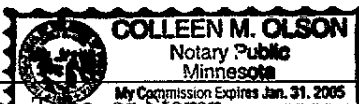
8. Therefore, Lifecore Biomedical, Inc. respectfully requests the amendment of the Application to reflect that Lifecore Biomedical, Inc. first began transacting business in the State of Florida on July 27, 2000.

FURTHER AFFIANT SAYETH NAUGHT

  
Signature of Affiant

Sworn to and subscribed before me this 9 day of November, 2000.

  
Signature of Notary Public  
State of Minnesota

  
Print, Type, or Stamp  
Commissioned Name/Notary Public

Personally Known X

or Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

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SECRETARY OF STATE  
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. LifeCore Biomedical, Incorporated.  
(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. Minnesota 3. 41-0948334  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1965 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/17/94  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3515 Lyman Boulevard  
Chaska MN 55318  
(Current mailing address)
8. Solicitation of sales for Dental Implant Product Lines  
(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 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

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**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.*

Michelle R. Justesen, Asst Secy  
(Registered agent's signature)  
Michelle R. Justesen, Asst Secy

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)

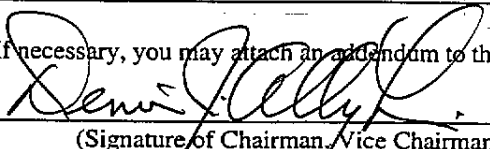
**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: <u>James W. Bracke</u>	<u>Thomas Garrett</u>
Address: <u>15411 Mason's Pointe</u>	<u>540 Wentworth Avenue West</u>
<u>Eden Prairie MN 55347</u>	<u>St. Paul MN 55118</u>
Director/Vice Chairman: <u>John Heinmiller</u>	<u>Richard Perkins</u>
Address: <u>9059 Larkspur Lane</u>	<u>1699 North Farm Road</u>
<u>Eden Prairie MN 55347</u>	<u>Long Lake MN 55356-9310</u>
Director: <u>Orwin Carter</u>	
Address: <u>1029 Third Avenue South</u>	
<u>Stillwater MN 55082</u>	
Director: <u>Joan Gardner</u>	
Address: <u>2507 Manitou Island</u>	
<u>White Bear Lake MN 55110</u>	

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

President: <u>James W. Bracke</u>	FILED 00 DEC -8 AM 1:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA
Address: <u>15411 Mason's Pointe</u>	
<u>Eden Prairie MN 55347</u>	
Vice President: <u>Dennis J. Allingham</u>	
Address: <u>5729 Oliver Avenue</u>	
<u>Minneapolis MN 55419</u>	
Secretary: <u>James W. Bracke</u>	
Address: <u>15411 Mason's Pointe</u>	
<u>Eden Prairie MN 55347</u>	
Treasurer: <u>N/A</u>	
Address: _____	

**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. Dennis J. Allingham, Exec. VP & CFO  
(Typed or printed name and capacity of person signing application)

State of Minnesota

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**SECRETARY OF STATE**

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Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

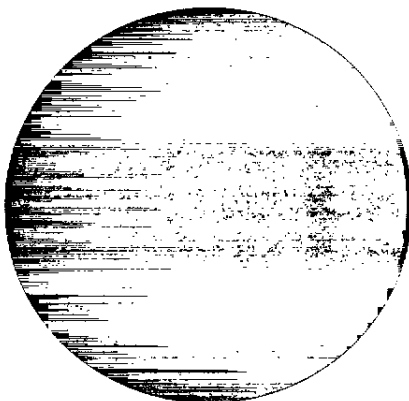
Name: LifeCore Biomedical, Inc.

Date Formed: 12/22/1965

Chapter Governed By: 302A

This certificate has been issued on 08/18/00.

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00 DEC -8 AM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Mary Kiffmeyer*  
Secretary of State.