

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EMB Medical Services, 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:

Thomas Pierson

(Name of Person)

EMB Medical Services, Inc.

(Firm/Company)

PO Box 20876

(Address)

Keizer, OR 97307

(City/State/Zip)

300003485663--0
-12/05/00--01015--014
*****70.00 *****70.00

300003485663--0
-02/08/01--01087--001
*****950.00 *****950.00

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

Esther Pierson

(Name of Person)

at (503) 390-0995

(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

FILED
01 FEB -6 PM 12:59
TALLAHASSEE FLORIDA
w-29167

11p



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: February 6, 2001

RE: EMB Medical Services, Inc.

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1997 of \$450.00 and foreign non-qualified penalties of \$500.00 assessed in a lump sum. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended corporation be issued a certificate of authority.

/gty

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01 FEB - 6 PM 12: 59
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 13, 2000

THOMAS PIERSON
EMB MEDICAL SERVICES, INC.
PO BOX 20876
KEIZER, OR 97307

SUBJECT: EMB MEDICAL SERVICES, INC.
Ref. Number: W00000029167

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01 FEB -6 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for EMB MEDICAL SERVICES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 \$3,450.00.

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) 487-6958.

Lee Rivers

Document Specialist

Letter Number: 400A00062680

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01 FEB -6 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA



December 22, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Mr. Lee Rivers

Dear Sir:

I am in receipt of your letter dated December 13, 2000 regarding not filing a *Certificate of Good Standing* with your state. We received a letter in October 2000 asking us to submit an *Application by Foreign Corporation for Authorization to Transact Business* in Florida along with a \$70 filing fee. We did this, and felt that we had complied with all necessary requirements in this matter.

We were notified in your December 13th letter that we needed to file a *Certificate of Good Standing* with your state. We were unaware of any requirements for this certificate. We have filed all the necessary tax returns for the time we've been conducting business in Florida, and have been operating in good faith. At no time have we been notified that we were delinquent in any required documentation for conducting business in Florida. There was no willful intent on our part to withhold any required documentation. It was simply our not being aware of this documentation, and we would like to ask that you waive the penalty of \$3,450 on our behalf.

All future business in your state will continue to be conducted with the utmost integrity on our part, and we will strive to comply with any requirements that your state has.

Enclosed please find our *Certificate of Good Standing* from the State of Oregon. Thank you for your assistance.

Sincerely,

Mr. Thomas Pierson
President

TP:eap
Enclosure

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 28, 2000

Dear Mr York;

Attached is the file for EMB MEDICAL SERVICES, INC., an Oregon corporation. We sent them an FNQ letter and they submitted \$70.00 and an application stating they began transacting in Florida in 1997. In response to our penalty letter they sent the attached letter of December 22, 2000, requesting that "you waive the penalty of \$3,450.00 on our behalf."

Please let me know if I can be of any help.


Lee Rivers
487-6958

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: 503-390-1130

Please deliver the following pages to:

NAME: Mrs. Esther Pierson

COMPANY: EMB Medical Services, Inc.

CITY/STATE: Keizer, Oregon

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
(850) 414-5514

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATE/TIME: 01/04/01 1:51 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is in response to our conversation Yesterday regarding annual report fees and statutory penalties which would be assessed against EMB Medical Services, Inc., under section 607.1502(4), Florida Statutes.

An application filed with the Division of Corporations indicates EMB has transacted business in Florida since 1997. Accordingly, an amount of \$3450.00 is due, reflecting annual report fees of \$450.00 and statutory penalties of \$3000.00. We would, however, offer to settle the issue of annual report fees and foreign non-

qualified penalties from EMB for the sum of \$950.00, reflecting annual report fees from 1997 of \$450.00 and penalties of \$500.00 assessed in a lump sum to avoid litigation. This offer remains in effect until February 16, 2001.

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue EMB Medical Services, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250

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01 FEB -6 PM 12:59
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. EMB Medical Services, 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. Oregon 3. 84-1274717
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/30/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. PO Box 20876
Keizer, OR 97307
(Current mailing address)
8. Vaccinations
(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: Lorrie Blitch
Office Address: 3673 Marsh Park Ct.
Jacksonville, Florida, 32250
(Zip code)

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SECRETARY 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.



(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Thomas Pierson

Address: 6290 Trail Ave NE

Keizer, OR 97303

Vice President: Kurt Duffens

Address: 3532 NW Loriann Dr

Portland, OR 97229

Secretary: Esther Pierson

Address: 6290 Trail Ave NE

Keizer, OR 97303

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

13. Esther Pierson

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

14. Esther Pierson, Secretary

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

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

EMB MEDICAL SERVICES, INC.

was

incorporated

under the Oregon

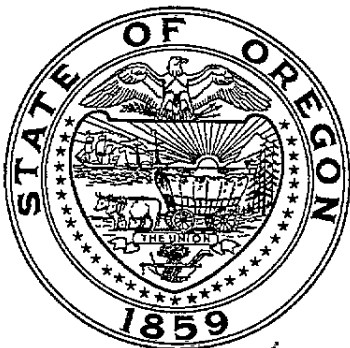
Business Corporation Act

on

June 30, 1994

and is active on the records of the Corporation Division as
of the date of this certificate.

FILED
01 FEB -6 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA



*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State

By



Heather S. Davis

December 22, 2000