

CT CORPORATION SYSTEM

FOI000001203

CORPORATION(S) NAME

Cyberonics, Inc.

200003747342--6

-03/02/01--01050--028

*****70.00 *****70.00

W-1-4194

200003747342--6

-03/02/01--01050--027

*****3380.00 *****3380.00

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

Qualification

RECEIVED
01 FEB 22 AM 11:10
DIVISION OF CORPORATION/SECRETARY OF STATE
FLORIDA
FILED
01 FEB 22 PM 2:18

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

2/22/01
Adm - 70.00
Adm - 3,380

Adm

Order#: 3545115

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

200003747342--6

-02/22/01--01058--005

*****70.00 *****70.00

3K 2/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 22, 2001

CT SYSTEM
ATTN: LME

SUBJECT: CYBERONICS, INC.
Ref. Number: W01000004194

01 FEB 22 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CYBERONICS, 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:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that CYBERONICS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1998, as the initial date of transacting business in the State of Florida.

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 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.

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

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 MAR -1 PM 3:38

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: 301A00011200

FILED
FEB 22 PM 2:16
TALLAHASSEE, FLORIDA
STATE

Check attached. Please file and backdate

Feb. 22, 2001. Thank you!

Laura@CT

**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

FILED
FEB 22 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CYBERONICS, 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. 76-0236465

(FEI number, if applicable)

4. December 9, 1987

(Date of incorporation)

5. perpetual

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

6. Upon qualification.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 16511 Space Center Blvd., Suite 600

Houston, TX 77058

(Current mailing address)

8. Medical Device Sales

(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)

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.

Jennifer J. McBurnett

(Registered agent's signature)

Jennifer J. McBurnett
Assistant Secretary

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: Robert P. Cummins

Address: 4 Wexford Court, Houston, TX 77024

Vice Chairman: Reese S. Terry, Jr.

Address: 2006 Orchard Country
Houston, TX 77062

Director: Stanley Appel, M.D.

Address: Baylor College of Medicine, 1 Baylor Plaza
Houston, TX 77062

Director: Thomas A. Duerden, Ph.D.

Address: 5 Devon Place
Southampton, NY 11968

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

President: Robert P. Cummins

Address: _____

Vice President: Pamela B. Westbrook

Address: 16511 Space Center Blvd., Suite 600
Houston, TX 77058

Secretary: Reese S. Terry, Jr.

Address: _____

Treasurer: Pamela B. Westbrook

Address: _____

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

13. *Paul B. Westbrook*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Pamela B. Westbrook, VP of Finance & Administration, CFO
(Typed or printed name and capacity of person signing application)

FILED
FEB 22 PM 2:16
TALLAHASSEE, FLORIDA

As of : December 31, 2000

Directors

Name	Title	Address	Date term expires
Michael J. Strauss, M.D.	Director	11012 Rosemont Drive, Rockville, MD 20852	Same as above
Tony Coelho	Director	1 Wharf Street, Alexandria, VA 22374	Same as above
Alan J. Olsen	Director	2500 Aqua Vista Blvd., Ft. Lauderdale, FL 33301	Same as above

Officers

Name	Title	Address	Date term expires
Leonard G. Milke	Vice President - Marketing	415 Scenic View, Friendswood, TX 77546	N/A
Richard P. Kuntz	Vice President - Operations	16511 Space Center Blvd., Suite 600, Houston, TX 77058	N/A
Shawn P. Lunney	Vice President, Sales	4522 Ambler Oak Court, Houston, TX 77059	N/A

FILED
01 FEB 22 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYBERONICS, 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 SIXTH DAY OF FEBRUARY, A.D. 2001.

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.

FILED
01 FEB 22 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2145759 8300

AUTHENTICATION: 0958163

010060298

DATE: 02-06-01