

# F010000001311



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 040428

4365966

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

FILED  
01 MAR -7 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 22, 2001

ORDER TIME : 10:48 AM

ORDER NO. : 040428-005

CUSTOMER NO: 4365966

CUSTOMER: Heather Jagaczewski, Paralegal  
Stevens & Lee  
111 North Sixth Street  
Po Box 679  
Reading, PA 19601

000003810270--3

FOREIGN FILINGS

*W7-7208*

NAME: PHYSIOMETRICS, INC.

*Q*

XXXX QUALIFICATION (TYPE: CO)

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT#

EXAMINER: \_\_\_\_\_

*hcr 3/6*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 7, 2001

CSC  
ATTN: NORMA HULL

SUBJECT: PHYSIOMETRICS, INC.  
Ref. Number: W01000005208

**RESUBMIT**  
Please give original  
submission date as file date.

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TALLAHASSEE, FLORIDA

We have received your document for PHYSIOMETRICS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

A brief description of the entity's nature of business must be included in the document.

Please return 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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 601A00013950

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2001 MAR -8 AM 11:29  
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**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

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TALLAHASSEE, FLORIDA

1. Physiometrics, 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. Pennsylvania 3. 52-2255164  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/19/2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filings  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 520 Fellowship Road, Suite B201, Mount Laurel, New Jersey 08054  
(Principal office address)
- N/A  
(Current mailing address)

8. The purpose is for digital functional capacity assessment.  
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (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

Lynette Coleman  
(Registered agent's signature)

**Lynette Coleman  
as its agent**

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

B. OFFICERS

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. 

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

14. Keith Marmer, President

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

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<b>PhysioMetrics, Inc.</b> <b>Directors</b> <b>(Effective July 19, 2000)</b>		
<b>Name</b>	<b>Social Security Number</b>	<b>Address</b>
<b>Keith Marmer</b>	<b>083-66-5736</b>	<b>24 Oakwood Drive Medford, NJ 08055</b>
<b>Craig Marmer</b>	<b>133-68-9423</b>	<b>1900 Beach Street San Francisco, CA 94123</b>
<b>Stephen F. Ritner</b>	<b>222-30-3803</b>	<b>792 Perwinkle Lane Wynnewood, PA 19096</b>
<b>Richard A. Jacoby</b>	<b>194-30-3552</b>	<b>2490 White Horse Road Berwyn, PA 19312</b>
<b>Robert D. Garber</b>	<b>211-30-9734</b>	<b>138 Greenvale Road Cherry Hill, NJ 08003</b>

**PhysioMetrics, Inc.**

**Officers**  
**(Effective July 19, 2000)**

<b>Office</b>	<b>Name</b>	<b>Social Security Number</b>	<b>Address</b>
<b>President and Treasurer</b>	<b>Keith Marmer</b>	<b>083-66-5736</b>	<b>24 Oakwood Drive Medford, NJ 08055</b>
<b>Secretary</b>	<b>Brad Kleinfelter</b>	<b>170-52-2318</b>	<b>195 W. Albermarle Avenue Lansdowne, PA 19050</b>

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 23, 2001

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01 MAR -7 PM 2:58  
SECRETARY OF STATE  
TREASURER, FLORIDA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

PHYSIOMETRICS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.



*Kim D'Amico*

Secretary of the Commonwealth

CFEN