

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

F01000003839

01 JUL 19 PM 12:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 7-19-01

REF. #: 0173

CORP. NAME: ChromaVision Medical Systems,
Inc

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
 - ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
 - FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
 - REINSTATEMENT MERGER WITHDRAWAL
 - CERTIFICATE OF CANCELLATION UCC-1 UCC-3
 - OTHER: _____
- 400004486394--8
-07/19/01--01058--009
*****70.00 *****70.00

STATE FEES PREPAID WITH CHECK# 015873 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

BK

COST LIMIT: \$ _____

PLEASE RETURN

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

DEPT. OF STATE
 TALLAHASSEE, FLORIDA
 JUL 19 PM 1:01
 RECEIVED
 SUFFICIENCY OF FILING

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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1. ChromaVision Medical Systems, 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 3. 75-2649072
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 28, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 2001
(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. 33171 Paseo Cerveza, San Juan Capistrano, CA 92675
(Principal office address)
same
(Current mailing address)

8. Leasing of computerized microscopes and sale of support products (bulbs, slide carriers etc.)
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.

NRAI Services, Inc.


(Registered agent's signature)

Charles Baclet, Vice President

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.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

President: See attached.

Address:

Vice President:

Address:

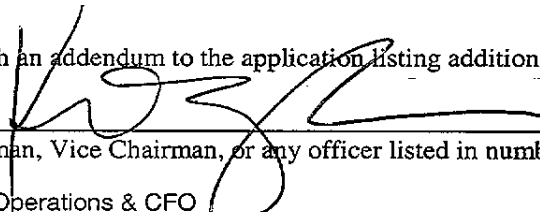
Secretary:

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. Kevin O'Boyle, Executive V.P., Operations & CFO
(Typed or printed name and capacity of person signing application)

ChromaVision Directors and Officers

Officers	Name	Business Address
CEO	Douglas Harrington	33171 Paseo Cerveza San Juan Capistrano, CA 92675
President & COO	Carl Apfelbach	same
CFO, Sec., Treas. (Exec. VP, Operations & CFO)	Kevin O'Boyle	same
VP, Chief Science Officer	Ken Bauer	same
VP, Operations	Mike Schneider	same
Sr. VP, Marketing, Sales, & Strategic Planning	Patricia Sisson- Godbe	same
VP, Research & Development	Jose Torre-Bueno	same
VP, Marketing	David Weisenthal	same

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Directors

Name	Address
Douglas S. Harrington Chairman	33171 Paseo Cerveza San Juan Capistrano, CA 92675
Michael Cola	same
Jon R. Wampler	same
Richard C.E. Morgan	same
Mary Lake Polan	same
Thomas R. Testman	same
Charles A. Root	same

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 "CHROMAVISION MEDICAL SYSTEMS, 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 SEVENTH DAY OF MAY, A.D. 2001.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1119521

DATE: 05-07-01