

CT CORPORATION SYSTEM

FOI0000004879

CORPORATION(S) NAME

1) United Medical Systems, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|---|---|---|
| <input 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 qualification | <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"/> Photocopies | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

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

9/17/01

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Order#: 4781922

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Ref#: *****70.00 *****70.00

Amount: \$ _____

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

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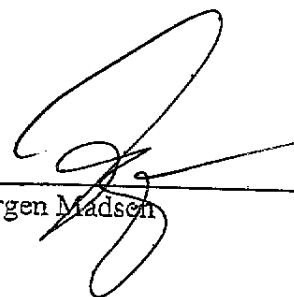
FILE FIRST

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Jorgen Madsen, do hereby certify that the Resolution of the Board of Directors of United Medical Systems, Inc., a corporation duly organized and existing under the laws of the State of New York, was duly adopted on September 7, 2001.

Resolved, that United Medical Systems, Inc., organized and existing in the State of New York hereby adopts the name UMS, Inc., for use in Florida.

Date: September 7, 2001


Jorgen Madsen

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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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1. United 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. New York
(State or country under the law of which it is incorporated)
3. 16-1497506
(FEI number, if applicable)
4. February 26, 1996
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One Technology Drive, 3rd Floor, Westborough, MA 01581
(Current mailing address)

8. To engage in the sale and leasing of medical equipment and related technical support and any and all lawful activity permitted.
(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: C T 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.

Tammy Tofteroo
(Registered agent's signature) **TAMMY TOFTEROO**
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 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: Antonius Aronis

Address: One Technology Drive, 3rd Floor, Westborough, MA 01581

Vice Chairman: _____

Address: _____

Director: Jorgen Madsen

Address: One Technology Drive, 3rd Floor, Westborough, MA 01581

Director: Walter Langer

Address: One Technology Drive, 3rd Floor, Westborough, MA 01581

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

President: Jorgen Madsen

Address: One Technology Drive, 3rd Floor, Westborough, MA 01581

Vice President: _____

Address: _____

Secretary: Robert P. Lombardi

Address: 100 Front Street, Worcester, MA 01608

Treasurer: Walter Langer

Address: One Technology Drive, 3rd Floor, Westborough, MA 01581

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. Jorgen Madsen, President
(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of UNITED MEDICAL SYSTEMS, INC. was filed on 02/26/1996, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of September,
two thousand and one.

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