

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Viasys Healthcare Inc.

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01 OCT -4 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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 qual | <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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Name _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/4/01

CF - 70.00
Adm 1,150.00

Order#: 4611232
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-10/04/01--01041--019
*****70.00 *****70.00
Ref#: _____
100004623401--8
-10/04/01--01041--020
Amount: \$ ***1150.00 ***1150.00

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

**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. VIASYS Healthcare 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. State of Delaware

(State or country under the law of which it is incorporated)

3. 04-3505871

(FEI number, if applicable)

4. August 7, 1995

(Date of incorporation)

5. perpetual

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

6. December 13, 2000

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

7. 81 Wyman Street

Waltham, MA 02254

(Current mailing address)

8. Design, manufacture, marketing, and sales of neurodiagnostic and monitoring medical products.

(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.

C T Corporation System

Francis P. Regan

Assistant Secretary

(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED SCHEDULE

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED SCHEDULE

Address: _____

Vice President: _____

Address: _____

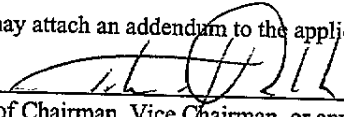
Secretary: _____

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. Tobin Ruhde, Controller
(Typed or printed name and capacity of person signing application)

VIASYS HEALTHCARE INC.

Officers and Directors Listing

| | <u>Title</u> | <u>Business Address</u> |
|-------------------------|--------------------|--|
| <u>Directors</u> | | |
| William B. Ross | Director | 22705 Savi Ranch Parkway Yorba Linda, CA 92887 |
| Richard F. Syron | Director | 81 Wyman Street Waltham, MA 02254 |
| <u>Officers</u> | | |
| Randy H. Thurman | President and CEO | 46 Wyndemere Lake Drive Chester Springs, PA 19425 |
| Theo Melas-Kyriazi | CFO | 81 Wyman Street Waltham, MA 02254 |
| Kenneth J. Apicerno | Treasurer | 81 Wyman Street Waltham, MA 02254 |
| Sandra L. Lambert | Secretary | 81 Wyman Street Waltham, MA 02254 |
| Gerald Brew | Sr. Vice President | 5225 Verona Rd., Building 2 Madison, WI 53711 |
| David Stephenson | Vice President | 5225 Verona Road, Building 2 Madison, WI 53711 |
| Tobin Ruhde | Controller | 5225 Verona Road, Building 2 Madison, WI 53711 |

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FLORIDA

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIASYS HEALTHCARE INC." IS FULLY 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 SECOND DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2531114 8300

AUTHENTICATION: 1371218

010489182

DATE: 10-02-01

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TALLAHASSEE, FLORIDA