

CT CORPORATION SYSTEM

# F01000005704

CORPORATION(S) NAME

InnerDyne Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                                  | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit                               |   |   |
| <input checked="" type="checkbox"/> Foreign <i>qualification</i> | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership                     | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                                     | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy                          | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <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                                |   |   |

BK

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DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

11/1/01

Order#: 4866631

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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

*JK*

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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. Innerdyne, 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. 87-0431168  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/02/1991 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(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. 150 Glover Avenue, Norwalk, CT 06856  
(Principal office address)  
same  
(Current mailing address)
8. See Attachment  
(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  
(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.*

C T Corporation System  
By: Pamela R. Bristol  
(Registered agent's signature)

Pamela Bristol, Asst. Secy.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

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

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

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

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

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

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

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

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

B. OFFICERS

President: \_\_\_\_\_

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. Steve Amelio, Vice President \_\_\_\_\_

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

Attachment to Florida  
Application By Foreign Corporation for Authorization to Transact Business In Florida

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FLORIDA

**Purpose Clause**

Manufacturer of medical devices and any other purposes permitted by applicable law. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

**Innerdyne, Inc.**

**ATTACHED LIST OF DIRECTORS & OFFICERS**

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**Directors:**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Irving Gutin	Director	One Town Center Road Boca Raton, FL 33486
Richard Meelia	Director	15 Hampshire Street Mansfield, MA 02048
Mark Swartz	Vice President	One Town Center Road Boca Raton, FL 33486

**Officers:**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Richard Meelia	President	15 Hampshire Street Mansfield, MA 02048
Alan Panzer	President - North American Operations	150 Glover Avenue Norwalk, CT 06856
Steven Amelio	Vice President Chief Financial Officer	150 Glover Avenue Norwalk, CT 06856
Irving Gutin	Vice President	One Town Center Road Boca Raton, FL 33486
Michael Belnick	Vice President	9 West 57th Street New York, NY 10019
Chuck Dockendorf	Vice President	15 Hampshire Street Mansfield, MA 02048

Mark Foley

Vice President

One Town Center Road  
Boca Raton, FL 33486

Mark Swartz

Vice President

One Town Center Road  
Boca Raton, FL 33486

Scott Stevenson

Vice President and  
Assistant Treasurer

One Town Center Road  
Boca Raton, FL 33486

Michael A. Robinson

Treasurer

9 West 57th Street  
New York, NY 10019

Alan Carlton

Secretary

150 Glover Avenue  
Norwalk, CT 06856

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State of Delaware  
Office of the Secretary of State

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TALLAHASSEE FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INNERDYNE, 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 TWENTY-THIRD DAY OF OCTOBER, 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.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2280428 8300

AUTHENTICATION: 1404353

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DATE: 10-23-01