



FO2000001638

ACCOUNT NO. : 072100000032
 REFERENCE : 500383 7214233
 AUTHORIZATION : *Patricia Pigute*
 COST LIMIT : \$ 70.00

FILED
 APR - 1 AM 11:16
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

ORDER DATE : March 28, 2002
 ORDER TIME : 3:20 PM
 ORDER NO. : 500383-010
 CUSTOMER NO: 7214233

400005181424--8

CUSTOMER: Susan M. Kennedy, Esq
 Donovan & Associates, P.c.
 1 Harding Road
 Suite 101
 Red Bank, NJ 07701-2019

FOREIGN FILINGS

NAME: TERUMO LATIN AMERICA CORPORATION

5

BR

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

RECEIVED
 APR - 1 PM 4:30
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

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. Terumo Latin America Corporation
(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. 01-0612890
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 1, 2002 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. 6161 Blue Lagoon Drive Suite 340 Miami Florida 33126
(Principal office address)
6161 Blue Lagoon Drive Suite 340 Miami Florida 33126
(Current mailing address)
Marketing and distribution of medical devices.
8. _____
(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
Deborah D. Skipper
(Registered agent's signature) Deborah D. Skipper
Asst. V. Pres.

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: _____

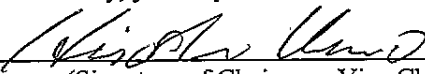
Secretary: _____

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. Hiroshi Ueno - Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER
TO
APPLICATION BY FOREIGN CORPORATION TO TRANSACT
BUSINESS IN FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Directors of Terumo Latin America Corporation

Tsuneo Taida
44-1, 2-chome
Hatagaya, Shibuya-ku
Tokyo 151- 0072, JAPAN

Shogo Ninomiya
2101 Cottontail Lane
Somerset, New Jersey 08873

Hiroyuki Sampei
6161 Blue Lagoon Drive
Suite 340
Miami, FL 33126

Officers of Terumo Latin America Corporation

Hiroyuki Sampei
President and Chief Operating Officer
6161 Blue Lagoon Drive
Suite 340
Miami, FL 33126

Hiroshi Ueno
Secretary and Treasurer
6161 Blue Lagoon Drive
Suite 340
Miami, FL 33126

Delaware

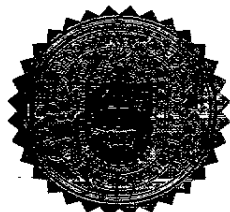
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TERUMO LATIN AMERICA CORPORATION" 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 SECOND DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
02 APR -1 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3507723 8300

020209228

AUTHENTICATION: 1696961

DATE: 04-02-02