



FD2000003312

ACCOUNT NO. : 072100000032

REFERENCE : 635461 5123558

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 70.00

FILED
2002 JUN 28 PM 1:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : June 21, 2002

ORDER TIME : 10:10 AM

ORDER NO. : 635461-005

CUSTOMER NO: 5123558

CUSTOMER: Ms. Terri Bostater.
Surx, Inc.
2675 Collier Canyon Road
Livermore, CA 94550

RECEIVED
02 JUN 28 AM 10:25
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE OF FLORIDA

FOREIGN FILINGS

NAME: SURX, INC.

900006100809--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

J. BRYAN JUN 28 2002

**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. SURX, 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

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

3. 943243906

(FEI number, if applicable)

4. April 29, 1997

(Date of incorporation)

5. Perpetual

(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.)

c/o Terri Bostater, 2675 Collier Canyon Road

7. Livermore, CA 94551

(Principal office address)

(Current mailing address)

To sell FDA approved medical devices to hospitals and clinics and train physicians in the use there of. To engage in any act or activity for which corporations may be organized.

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

(City)

, Florida 32301

(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

By: 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. Michael J. Gandy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Gandy, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

SURX, INC.

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TALLAHASSEE, FLORIDA

List of Officers

Name: Garry L. Carter **Title:** President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: Alan E. Curtis **Title:** Vice President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: David C. Densow **Title:** Vice President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: Michael J. Gandy **Title:** Vice President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: David R. Stiehr **Title:** Vice President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: Stanley Levy **Title:** Vice President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: David L. Blue **Title:** Vice President
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

List of Directors

Name: H. Dubose Montgomery **Term:** Feb 28, 2003
Bus. Addr.: c/o Menlo Ventures 3000 Sand Hill Road Bldg 4 Ste 100, Menlo Park, CA 94025

Name: Gerard N. Burrow **Term:** Feb 28, 2003
Bus. Addr.: c/o Yale University School of Medicine 333 Cedar Street, Room L220 SHM, New Haven, CT 06520-8055

Name: Richard Emmitt **Term:** Feb 28, 2003
Bus. Addr.: c/o Vertical Group 18 Bank Street, Summit, NJ 08833

Name: Garry L. Carter **Term:** Feb 28, 2003
Bus. Addr.: c/o SURx, Inc. 2675 Collier Canyon Road, Livermore, CA 94551

Name: Ned Scheetz **Term:** Feb 28, 2003
Bus. Addr.: 20 Seafirth Place, Tiburon, CA 94920

Name: Bess Weatherman **Term:** Feb 28, 2003
Bus. Addr.: c/o E. M. Warburg Pincus & Co. 466 Lexington Ave. 11th Floor, New York, NY 10017

Name: Bill Williams **Term:** Feb 28, 2003
Bus. Addr.: c/o Faranhyll Foundation 1400 Faranhyll Ranch Road, Glenwood Springs, CO 81601

Delaware

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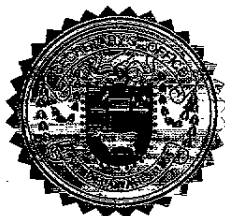
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SURX, 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-FOURTH DAY OF JUNE, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
2002 JUN 28 PM 1:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1848917

DATE: 06-24-02