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TALLAHASSEE, FLORIDA

J. BRYAN FEB 28 2003

CT CORPORATION

February 28, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

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TALLAHASSEE, FLORIDA

Re: Order #: 5798030 SO  
Customer Reference 1: 16695-000  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Emphasys Medical, Inc. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland  
Fulfillment Specialist  
Melanie\_Strickland@cch-lis.com

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

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Emphasys Medical, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lauren Cristina

(Name of Person)

Emphasys Medical, Inc.

(Firm/Company)

2686 Middlefield Rd., Suite A

(Address)

Redwood City, CA 94063

(City/State and Zip code)

For further information concerning this matter, please call:

Lauren Cristina

(Name of Person)

at ( 650 ) 364-0400 x102

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---|--|---|---|

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TALLAHASSEE, FLORIDA

**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. Emphasys Medical, 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. 94-3369555  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 25, 2000 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. 2686 Middlefield Rd., Suite A, Redwood City, CA 94063  
(Principal office address)  
2686 Middlefield Rd., Suite A, Redwood City, CA 94063  
(Current mailing address)
8. Field office for Vice President of Clinical Development  
(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: CT 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.*

Annie Bayan

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Henry A. Plain, Jr.

Address: 604-D Fifth Ave.  
Redwood City, CA 94063

Vice Chairman:

Address:

Director: John G. McCutcheon

Address: 2686 Middlefield Rd., Suite A  
Redwood City, CA 94063

Director: Hanson S. Gifford, III

Address: 604-D Fifth Ave.  
Redwood City, CA 94063

B. OFFICERS

President: John G. McCutcheon

Address: 2686 Middlefield Rd., Suite A  
Redwood City, CA 94063

Vice President: Antony Fields

Address: 2686 Middlefield Rd., Suite A  
Redwood City, CA 94063

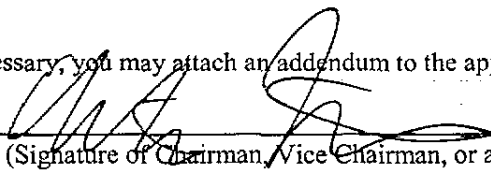
Secretary: Edward Kim, Venture Law Group

Address: 2775 Sand Hill Rd., Menlo Park, CA 94025

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. Antony Fields, Vice President, Research & Development

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

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# Delaware

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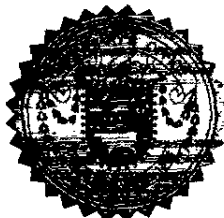
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPHASYS MEDICAL, 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 THIRTIETH DAY OF JANUARY, A.D. 2003.

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.

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TALLAHASSEE, FLORIDA



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

AUTHENTICATION: 2233777

DATE: 01-30-03