

F0300000(53)

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

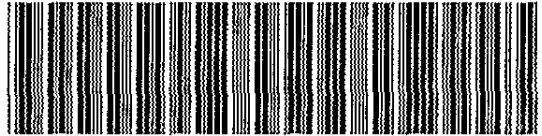
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TALLAHASSEE FLORIDA

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03 MAR 28 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CT CORPORATION

March 28, 2003

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

Re: Order #: 5760861 WO
Customer Reference 1: Novare
Customer Reference 2: Novare Various Qualificat

Dear Secretary of State, Florida:

Please file the attached:

Novare Surgical Systems, 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,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7815

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. Novare Surgical Systems, 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. 77-0508275
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/24/1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JAN 14, 2002
(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. 10231 Bubb Road, Cupertino, CA 95014
(Principal office address)

same
(Current mailing address)

8. Sales of Medical Devices and related 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
(City) (Zip code)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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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.

By: Naseem A. Conde
C T Corporation System
(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL ASST. SECRETARY**

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

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: Greg Patterson

Address: 10231 Bubb Road

Cupertino, CA 95014

Vice President: George A. Harter, Jr.

Address: 10231 Bubb Road

Cupertino, CA 95014

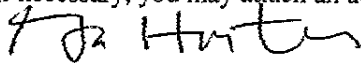
Secretary: Casey McGlynn

Address: 10231 Bubb Road Cupertino, CA 95014

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. George A. Harter, Jr., Vice President

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

Attachment to Florida

Officers & Directors

- | | | |
|----|--|--|
| 1. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Kermit R. Pope, Jr.
Officer
CEO
10231 Bubb Road
Cupertino
CA
95014 |
| 2. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Greg Patterson
Officer
President
10231 Bubb Road
Cupertino
CA
95014 |
| 3. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | George A. Harter, Jr.
Officer
CFO, VP
10231 Bubb Road
Cupertino
CA
95014 |
| 4. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Casey McGlynn
Officer
Secretary
10231 Bubb Road
Cupertino
CA
95014 |
| 5. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Ed Chang
Director

10231 Bubb Road
Cupertino
CA
95014 |
| 6. | Full Name:
Officer/Director:
Officer's Title:
Business Address:
City:
State:
ZIP Code: | Thomas J. Fogarty, MD
Director

10231 Bubb Road
Cupertino
CA
95014 |

- 7. Full Name: W. Gregory Shearer
Officer/Director: Director
Officer's Title:
Business Address: 10231 Bubb Road
City: Cupertino
State: CA
ZIP Code: 95014

- 8. Full Name: Allan Will
Officer/Director: Director
Officer's Title:
Business Address: 10231 Bubb Road
City: Cupertino
State: CA
ZIP Code: 95014

Delaware

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The First State

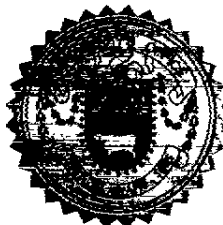
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOVARE SURGICAL SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MARCH, 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.

3005622 8300

030170296



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2306859

DATE: 03-13-03