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DIVISION OF CORPORATION

FILED
03 APR 23 PM 1:19
TALLAHASSEE, FLORIDA

CT CORPORATION

April 23, 2003

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

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03 APR 23 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5836083 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Suros Surgical Systems, Inc. (IN)
Qualification
Florida

Please return a good standing certificate along with regular evidence.

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,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

**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. Suros 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. Indiana

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

3. 35-2115487

(FEI number, if applicable)

4. 6-21-2000

(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.)

7. 9502 Angola Court, Suite 3, Indianapolis, Indiana 46268

(Principal office address)

Same as above

(Current mailing address)

8. Sale of medical devices

(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

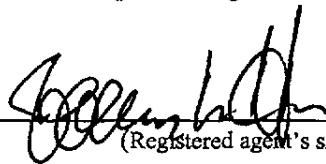
(City)

, Florida 33324

(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.



Jeffrey R. Graves
Assistant Secretary

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Exhibit "A" attached hereto and made a part hereof

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Exhibit "B" attached hereto and made a part hereof

Address: _____

Vice President: _____

Address: _____

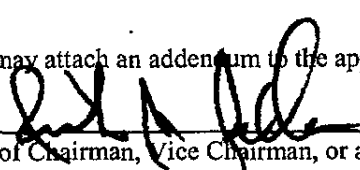
Secretary: _____

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. Rich Rella, Chief Financial Officer

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

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Exhibit "A"
[Board of Directors]

1. Mr. James R. Baumgardt
Bank One Center/Tower
111 Monument Circle, Suite 3570
Indianapolis, IN 46204
2. Ms. Phyllis Greenberger
1828 L Street, NW
Washington, DC 20036
3. Mr. Joseph L. Mark
3049 Hudson Street
Franklin, IN 46131
4. Mr. William Ringo
4906 Deer Ridge Drive N
Carmel, IN 46033-8904
5. Dr. Timothy A. Goedde
8180 Clearvista Parkway, Suite 100
Indianapolis, IN 46256
6. Mr. Michael G. Hall
111 Monument Circle, Suite 1022
Indianapolis, IN 46204
7. Mr. Michael E. Miller
3049 Hudson Street
Franklin, IN 46131
8. Mr. Gene Henderson
One Indiana Square, Suite 2600
Indianapolis, IN 46204

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Exhibit "B"

[Directors]

1. Jim Pearson, President/Chief Executive Officer
9502 Angola Court, Suite 3
Indianapolis, Indiana 46268
2. Rich Rella, Vice President/Chief Financial Officer
9502 Angola Court, Suite 3
Indianapolis, Indiana 46268
3. Mike Hall, Treasurer/Secretary
111 Monument Circle, Suite 1022
Indianapolis, Indiana 46204

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TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greetings:

I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

SUROS SURGICAL SYSTEMS, INC.

duly filed the requisite documents to commence business activities under the laws of State of Indiana on June 21, 2000, and was in existence or authorized to transact business in the State of Indiana on March 26, 2003.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Twenty-Sixth Day of March, 2003 .

TODD ROKITA, Secretary of State

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