

F03000005421

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

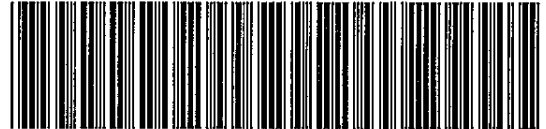
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/31/03--01001--006 **87.50

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03 OCT 30 AM 8 30
TALLAHASSEE, FLORIDA

U.S. STATE
DEPARTMENT
IMMIGRATION
AND NATURALIZATION
SERVICE
TALLAHASSEE, FLORIDA

03 OCT 30 PM 3:56

RECEIVED

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1143

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/30/03

REF. #: 010001.20759

CORP. NAME: ENDOCARE, INC.

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OCT 30 AM 8:31
TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 506640 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**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.

030 OCT 30 AM 8:31
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TALLAHASSEE, FLORIDA

1. Endocare, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Endocare of California, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 33-0618093

(FEI number, if applicable)

4. May 10, 1994

(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. 201 Technology Drive, Irvine, CA 92618

(Principal office address)

201 Technology Drive, Irvine, CA 92618

(Current mailing address)

8. To engage in any lawful act or activity for which corporations are permitted
to transact within the state of Florida.

(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: National Corporate Research, Ltd. Inc.

Office Address: 103 N. Meridian 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.

Anne McKenna

(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: Not Applicable

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached Addendum for list of all directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: William J. Nydam, President and Chief Operating Officer

Address: 201 Technology Drive, Irvine, CA 92618

Vice President: Katherine Greenberg, Senior Vice President

Address: 201 Technology Drive, Irvine, CA 92618

Secretary: Katherine Greenberg

Address: 201 Technology Drive, Irvine, CA 92618

Treasurer: Katherine Greenberg, Chief Financial Officer

Address: 201 Technology Drive, Irvine, CA 92618

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Katherine Greenberg
(Signature of Director or Officer listed in number 12 of the application)

14. Katherine Greenberg, Senior Vice President, Secretary and Chief Financial Officer
(Typed or printed name and capacity of person signing application)

FILED
OCT 30 1983
FALLS CHURCH, VIRGINIA

ADDENDUM TO APPLICATION

Item No. 12.A. (Continued)

Directors

Address

Peter F. Bernardoni	c/o Technology Funding 1107 Investment Blvd., El Dorado Hills, CA 95762
Robert F. Byrnes	c/o Thermage, Inc. 4058 Point Eden Way, Haywood, CA 94545
Benjamin Gerson, M.D.	c/o University Services, Arsenal Business Center 5301 Tacony Street, Building 4, Philadelphia, PA 19137
Ronald A. Matricaria	62 West Pleasant Lake Road, North Oaks, MN 55127
Terrence A. Noonan	201 Technology Drive, Irvine, CA 92618
Michael J. Strauss, M.D.	11012 Rosemont Drive, Rockville, MD 20852
Thomas R. Testman	201 Technology Drive, Irvine, CA 92618

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Delaware

PAGE 1

The First State

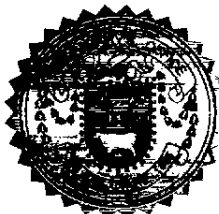
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENDOCARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ENDOCARE, INC." WAS INCORPORATED ON THE TENTH DAY OF MAY, A.D. 1994.

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

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

FILED
03 OCT 30 AM 8:31
STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2401024 8300

AUTHENTICATION: 2711007

030686083

DATE: 10-24-03