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12/16/03--01057--002 **70.00

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2003 DEC 16 PM 2:03
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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03 DEC 16 AM 11:2
TALLAHASSEE, FLORIDA
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J. BRYAN DEC 16 2003.

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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CORPORATION'S
TALLAHASSEE, FLORIDA

CONTACT: KATIE WONSCH

DATE: 12/16/03

REF. #: 0173.21930

CORP. NAME: CARDIAC SCIENCE, INC.

- | | | |
|---|---|--|
| <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: | | |

507017 \$8.75

STATE FEES PREPAID WITH CHECK# 31136 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input 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.

1. CARDIAC SCIENCE, INC.

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

(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. 33-0465681

(FEI number, if applicable)

4. May 20, 1991

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2004

(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. 1900 Main Street, Suite 700, Irvine, CA 92614

(Principal office address)

1900 Main Street, Suite 700, Irvine, CA 92614

(Current mailing address)

8. Manufacture, sell and provide training on use 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: National Registered Agents, Inc.

Office Address: 526 E. Park Avenue

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.

National Registered Agents, Inc.

By: Paul J. Hagan

(Registered agent's signature)

Paul J. Hagan, Assistant 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

Chairman: Raymond W. Cohen

Address: 1900 Main Street, Suite 700

Irvine, CA 92614

Vice Chairman: None

Address: _____

Director: Howard L. Evers

Address: 1900 Main Street, Suite 700

Irvine, CA 92614

Director: Peter Crosby

Address: 1900 Main Street, Suite 700

Irvine, CA 92614

B. OFFICERS

President: Howard L. Evers

Address: 1900 Main Street, Suite 700

Irvine, CA 92614

Vice President: Roderick de Greef

Address: 1900 Main Street, Suite 700

Irvine, CA 92614

Secretary: Roderick de Greef

Address: 1900 Main Street, Suite 700, Irvine, CA 92614

Treasurer: Roderick de Greef

Address: 1900 Main Street, Suite 700, Irvine, CA 92614

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Roderick de Greef, Exec. V.P., CFO and Secretary

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

Cardiac Science, Inc.

Additional Directors

Brian Dovey
1900 Main Street, Suite 700
Irvine, CA 92614

Ray E. Newton, III
1900 Main Street, Suite 700
Irvine, CA 92614

Bruce Barclay
1900 Main Street, Suite 700
Irvine, CA 92614

Jeffrey F. O'Donnell, Sr.
1900 Main Street, Suite 700
Irvine, CA 92614

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

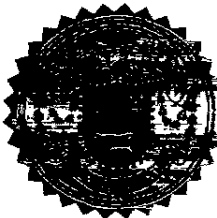
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDIAC SCIENCE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF DECEMBER,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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARDIAC SCIENCE, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF MAY, A.D. 1991..

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
2003 DEC 16 PM 2:03
DEPARTMENT OF CORPORATIONS
HARRISBURG, PENNSYLVANIA



2263539 8300

030791480

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2799027

DATE: 12-10-03