

FD30000006249

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

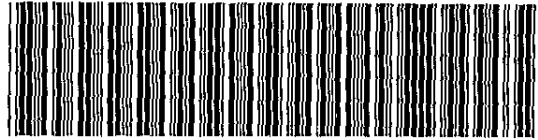
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/17/03--01016--003 **1150.00

08/25/03--01105--008 **70.00

FILED
2003 DEC 16 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-24823

J. BRYAN SEP 2 2003

J. BRYAN DEC 1 7 2003

encoreTM

August 15, 2003

FILED
2003 DEC 16 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Re: Foreign Registration of Encore Medical, LP and its General Partner Encore Medical GP, Inc.

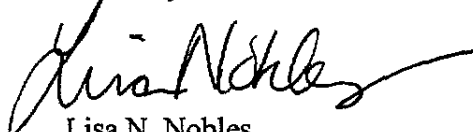
Dear Sir or Madam:

Enclosed please find an Application for Registration of a Foreign Limited Partnership for the above referenced limited partnership. Please record this registration at your earliest convenience and send notification in the self-addressed postage-paid envelope enclosed. I have enclosed our application, the Affidavit of Capital Contributions and the fee of \$1785.00.

In addition, I have also included registration documents for EMLP's general partner, Encore Medical GP, Inc. Please find the Transmittal Letter, Application for Registration, Certified Copy of the Articles of Incorporation of Encore Medical GP, Inc. and the \$70.00 filing fee.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,



Lisa N. Nobles
Legal Assistant

/lnn
Enclosures

FILE FIRST

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Encore Medical GP, Inc.

(Name of corporation - must include suffix)

FILED
2003 DEC 16 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Harry Zimmerman

(Name of Person)

Encore Medical GP, Inc.

(Firm/Company)

9800 Metric Boulevard

(Address)

Austin, TX 78758

(City/State and Zip code)

For further information concerning this matter, please call:

Harry Zimmerman

(Name of Person)

at (512) 832-9500

(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:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

encore™

December 10, 2003

FILED
2003 DEC 16 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

Re: Ref Number W03000024824 & Ref Number W03000024823

Dear Sir or Madam:

Encore Medical, L.P. filed for Foreign Registration in August 2003. Encore Medical LP's General Partner, Encore Medical GP, Inc. also filed for Foreign Registration at that time. Unfortunately, I did not include all the appropriate documentation to complete these registrations. I received a letter from your office indicating that you had received the applications and initial filing fees for both of these registrations. The letter also indicated that we had the following outstanding issues:

Encore Medical GP, Inc.—We needed to provide a Certificate of Existence from home state—this document is enclosed in this mailing. In addition, we needed to pay a penalty fee for conducting business before being registered. This fee is also included.

Encore Medical, LP—The only deficiency indicated by your office was the failure of the general partner to file.

It is my understanding that you still have the original fees that were sent in August, as well as the original applications that were filed, as I did not receive those back with the deficiency letters. Please revive these filings and complete them at your earliest convenience.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,



Lisa N. Nobles
Legal Assistant

lnn
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 2, 2003

LISA N. NOBLES, LEGAL ASSISTANT
ENCORE MEDICAL CORPORATION
9800 METRIC BLVD.
AUSTIN, TX 78758

SUBJECT: ENCORE MEDICAL GP, INC.
Ref. Number: W03000024823

FILED
2003 DEC 16 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for ENCORE MEDICAL GP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 303A00048872

FILED
2003 DEC 16 AM 10:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILE FIRST

**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. Encore Medical GP, 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. Nevada

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

3. 74-3020852

(FEI number, if applicable)

4. October 29, 2001

(Date of incorporation)

5. Perpetual

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

6. 2/07/2002

(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. 9800 Metric Boulevard, Austin, TX 78758

(Principal office address)

9800 Metric Boulevard, Austin, TX 78758

(Current mailing address)

8. to engage in any activity in which corporations may lawfully engage under the laws of 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: C T 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.

C T Corporation System

EA Wallace

Assistant Secretary

By: 

(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: Kenneth W. Davidson

Address: 9800 Metric Boulevard

Austin, TX 78758

Vice Chairman: _____

Address: _____

Director: Harry L. Zimmerman

Address: 9800 Metric Boulevard

Austin, TX 78758

Director: August Faske

Address: 9800 Metric Boulevard

Austin, TX 78758

B. OFFICERS

President: Paul Chapman

Address: 9800 Metric Boulevard

Austin, TX 78758

Vice President: August Faske, Harry L. Zimmerman, Jack Cahill, Kathy Wiederkehr, Scott Klosterman

Address: 9800 Metric Boulevard

Austin, TX 78758

Secretary: Harry L. Zimmerman

Address: 9800 Metric Boulevard, Austin, TX 78758

Treasurer: August Faske

Address: 9800 Metric Boulevard, Austin, TX 78758

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

13. 

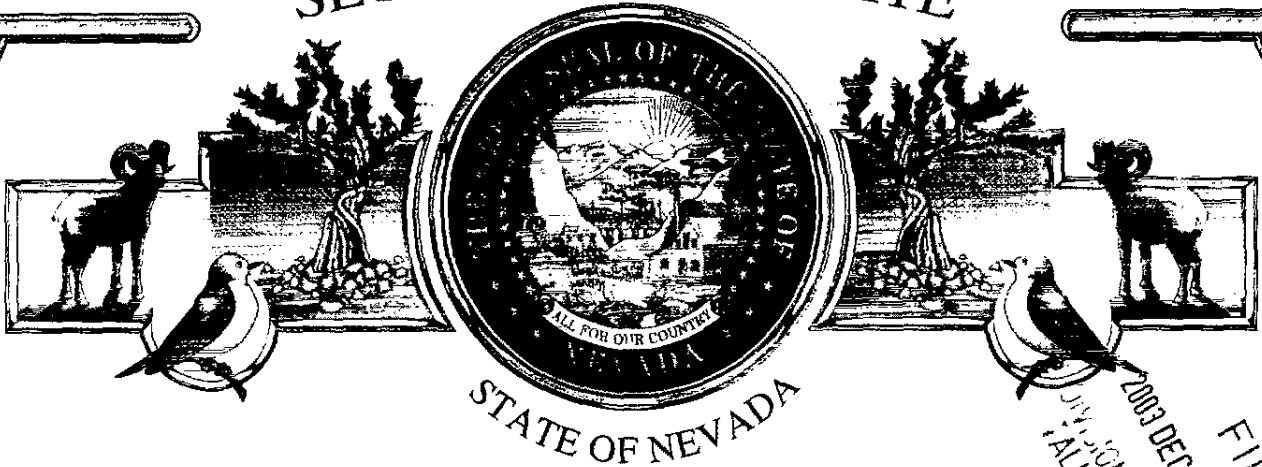
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harry L. Zimmerman, EVP-General Counsel

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

FILED
2003 DEC 16 AM 10:33
JULIUS ROY CORPORATION
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ENCORE MEDICAL GP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 29, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 8, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

Joann Carson

Certification Clerk

FILED
2003 DEC 16 AM 10:34
JULIA CORPORATION
TALLAHASSEE, FLORIDA