

F04000002231

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

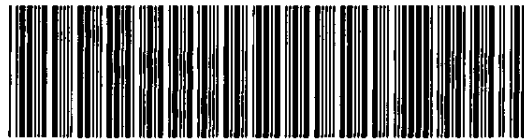
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600199472606

03/28/11--01043--009 **52.50

FILED
11 APR 19 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
C.COULLIETTE

APR 19 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Biosound Esaote, Inc.

DOCUMENT NUMBER: F04000002231

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly Akers

Name of Contact Person

Esaote North America, Inc.

Firm/ Company

8000 Castleway Drive

Address

Indianapolis, IN 46250

City/ State and Zip Code

kakers@esaoteusa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kim Akers

Name of Contact Person

at (317)

813-6013

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 29, 2011

KIMBERLY AKERS
ESOATE NORTH AMERICA, INC.
8000 CASTLEWAY DR
INDIANAPOLIS, IN 46250

SUBJECT: BIOSOUND ESAOTE, INC.
Ref. Number: F04000002231

We have received your document for BIOSOUND ESAOTE, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 411A00007549

RECEIVED
11 APR 19 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

- (Name of corporation as it appears on the records of the Department of State)

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- its jurisdiction of incorporation? January 26, 2011

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.**

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

(Typed or printed name of person signing)

(Title of person signing)

FILED
11 APR 19 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESAOTE NORTH AMERICA, 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 SEVENTH DAY OF APRIL, A.D. 2011.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESAOTE NORTH AMERICA, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1988.

2182603 8300

110391709

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8678836

DATE: 04-07-11

Delaware

PAGE 1

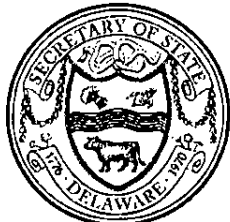
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BIOSOUND ESAOTE, INC.", CHANGING ITS NAME FROM "BIOSOUND ESAOTE, INC." TO "ESAOTE NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2011, AT 4:13 O'CLOCK P.M.

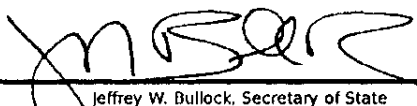
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2182603 8100

110083840



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8524500

DATE: 01-27-11

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:23 PM 01/26/2011
FILED 04:13 PM 01/26/2011
SRV 110083840 - 2182603 FILE

STATE OF DELAWARE CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Biosound Esaote, Inc.

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

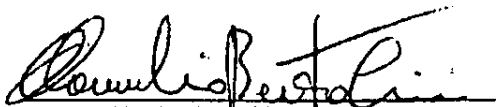
"The name of the Corporation is Esaote North America, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 25th day of January, 2011.

By:


(Authorized Signature)

Title: President

Name: Claudio Bertolini