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(City/State/Zip/Phone #)

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2004 AUG 19 AM 8:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FFS/PFS - \$1950

W03-36788
J. BRYAN DEC - 5 2003

J. BRYAN AUG 20 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Heartlab, Inc.

(Name of corporation - must include suffix)

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:

Bill Stetter

(Name of Person)

Heartlab, Inc.

(Firm/Company)

One Croswind Road

(Address)

Westerly, RI 02891

(City/State and Zip code)

For further information concerning this matter, please call:

Bill Stetter

(Name of Person)

at (401) 604-2102

(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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 5, 2003

BILL STETTER
HEARTLAB, INC.
ONE CROSSWIND ROAD
WESTERLY, RI 02891

SUBJECT: HEARTLAB, INC.
Ref. Number: W03000036788

FILED
2004 AUG 19 AM 8:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for HEARTLAB, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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 \$3,450.00.
~~4,100.00.~~

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.

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

Joey Bryan
Document Specialist

Letter Number: 803A00065574



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 7, 2004

BILL STETTER
HEARTLAB, INC.
ONE CROSSWIND ROAD
WESTERLY, RI 02891

SUBJECT: HEARTLAB, INC.
Ref. Number: W03000036788

FILED
2004 AUG 19 AM 8:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This letter is in response to the application by foreign corporation/limited liability company for authorization to transact business in Florida that was previously submitted to this office for HEARTLAB, INC..

The referenced application states that the entity has transacted business in the State of Florida since November 1, 2000. You were notified by letter dated December 5, 2003, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the entity is liable for \$4600.00 in appropriate fees and penalties as set forth in Section 607.1502(4)/617.1502(4)/608.502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the entity first transacted business in Florida, that the entity did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Registration Section at (850) 245-6051.

Registration Section
Division of Corporations Letter No. 504A00043634

Enclosure



July 29, 2004

Registration Section
Division of Corporations
Florida Secretary of State
PO Box 6327
Tallahassee, FL 32314

FILED
2004 AUG 19 AM 8:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To Whom It May Concern:

In response to the attached notice regarding Heartlab's application for authorization to transact business in the State of Florida, we petition the Secretary of State to reduce the civil penalties to the minimum under the statutes. The reasons for this request are outlined below:

1. Heartlab does not maintain a place of business in the State of Florida
2. Activities in Florida have been largely soliciting orders through employees.
3. The company represented that it had first transacted business in the State of Florida on November 1, 2000. This date is actually the hire date of our first employee residing in Florida. Field employees are generally sales representatives that solicit orders in their home state and surrounding states. This first Florida hire was a sales representative.
4. We hired our first service representative in Florida in 2001. Service representatives visit customer sites in their home state and surrounding states when significant problems are reported. Until 2002, the installed base in Florida consisted of a few very small customers and contact with the State was minimal.
5. It is difficult to determine just when activities carried on in a state create sufficient nexus to warrant full tax registration. Upon subsequent review, we determined that by becoming an employer in Florida, we might have created sufficient nexus to warrant registration for taxation. We filed taxes retroactively to 2000, and at the same time sought to obtain an authorization to transact business from the Secretary of State. The company never willfully attempted to transact business, as defined in the statutes, without authorization. Rather, the company subsequently determined that perhaps its activities might have warranted such authority.

Based on the above, we respectfully request that the civil penalties imposed be reduced to the minimum under the statutes.

Sincerely,

A handwritten signature in black ink, appearing to read "William J. Stetter".

William J. Stetter
Chief Financial Officer



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 4, 2004

WILLIAM J. STETTER, CHIEF FINANCIAL OFFICER
HEARTLAB, INC.
ONE CROSSWIND ROAD
WESTERLY, RI 02891

SUBJECT: HEARTLAB, INC.
Ref. Number: W03000036788

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for HEARTLAB, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$1950.00.

The total amount due is \$2020.00.

There is a balance due of \$1950.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 204A00048605

**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. Heartlab, 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. Rhode Island

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

3-05-0480064

(FEI number, if applicable)

4. 9/21/1994

(Date of incorporation)

5-perpetual

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

6. 11/1/2000

(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. One Crosswind Road, Westerly, RI 02891

(Principal office address)

One Crosswind Road, Westerly, RI 02891

(Current mailing address)

8. Sales and service of medical image management and information systems

(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

(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.

C T Corporation System

TRACI HOUCK
SPECIAL 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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Richard Petrocelli

Address: 25 Boulder Way

East Greenwich, RI 02818

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 Director or Officer listed in number 12 of the application)

14. Richard Petrocelli, President

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

Directors:

Director	Address	City	State	Zip	Country
Richard Petrocelli	25 Boulder Way	East Greenwich	RI	02818	USA
Robert Petrocelli	19 No Bottom Ridge	Westerly	RI	02891	USA
Americo Petrocelli	73 Westminster Street	Westerly	RI	02891	USA
Dr. Jonathan Elion	2255 Commodore Perry Hwy.	Wakefield	RI	02879	USA
David Malm	Halpern, Denny & Company 500 Boylston Street	Boston	MA	02116	USA
John Halpern	Halpern, Denny & Company 500 Boylston Street	Boston	MA	02116	USA
George Denny	Halpern, Denny & Company 500 Boylston Street	Boston	MA	02116	USA
Peter Gates	MedEquity Investors 16 Laurel Avenue	Wellesley Hills	MA	02481	USA
Robert Daly	MedEquity Investors 16 Laurel Avenue	Wellesley Hills	MA	02481	USA

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2004 AUG 19 AM 8:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

The Office of the Secretary of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

HEARTLAB, INC.

a Rhode Island corporation, filed original articles of incorporation in this office on the twenty-first day of September A.D., 1994; and

IT IS FURTHER CERTIFIED that said corporation is now of record and in good standing in this office.

*SIGNED AND SEALED this nineteenth
day of November, 2003.*

Matthew Brown

Secretary of State

BY *Maureen Ewing*

