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**ELLIS, FUNK, GOLDBERG, LABOVITZ & DOKSON, P.C.**

DONALD J. ELLIS

DAVID I. FUNK

ROBERT B. GOLDBERG (GA & SC)

ALBERT L. LABOVITZ (GA & AL)

ROBERT N. DOKSON

CLAY M. WHITE

ATTORNEYS AT LAW  
ONE SECURITIES CENTRE  
SUITE 400

3490 PIEDMONT ROAD  
ATLANTA, GEORGIA 30305  
(404) 233-2800

FACSIMILE: (404) 233-2188

E-MAIL: RBGOLDBERG@EFGLD.COM

OF COUNSEL:  
RUSSELL H. KASPER, P.C.

August 23, 2004

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Microsulis Americas, Inc. (Our File No. 4044.004)

Dear Sir or Madam:

Enclosed herewith for filing on behalf of the above-referenced Georgia for-profit corporation are the following items:

1. The original and one conformed copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Certificate of Existence issued by the Secretary of State of Georgia.
3. Our firm's check in the amount of \$70.00 for the filing fee.

Please file the Application at your earliest convenience and return a file-stamped copy to me at the above address. Thank you.

Very truly yours,

  
ROBERT B. GOLDBERG

RBG:mlo  
Enclosures

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Microsulis Americas, 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:

Robert B. Goldberg, Esq.

(Name of Person)

Ellis, Funk, Goldberg, Labovitz & Dokson, P.C.

(Firm/Company)

3490 Piedmont Road, NE, Suite 400

(Address)

Atlanta, Georgia 30305

(City/State and Zip code)

For further information concerning this matter, please call:

Robert B. Goldberg

(Name of Person)

at ( 404 ) 233-2800

(Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS  
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**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

**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. Microsulis Americas, 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. Georgia

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. July 3, 2002

(Date of incorporation)

5. perpetual

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

6. N/A

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3490 Piedmont Road, NE, Suite 400, Atlanta, Georgia 30305

(Principal office address)

3490 Piedmont Road, NE, Suite 400, Atlanta, Georgia 30305

(Current mailing address)

8. Medical device company. Also authorized to conduct any business allowed by law.

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

**Cynthia L. Harris  
as its agent**

Cynthia L. Harris  
(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:

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**A. DIRECTORS**

Chairman: N/A See Addendum for additional Directors and Officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: N/A

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Allan MacDonald

Address: 48 Inverleith Place, Edinburgh, EH3 5QB, UK

Director: Robert O'Sullivan

Address: 830 Third Avenue, 8th Floor, New York, New York 10022

**B. OFFICERS**

President: Allan MacDonald

Address: 48 Inverleith Place, Edinburgh, EH3 5QB, UK

Vice President: Finance - Robert Palladino

Address: 33 Fletcher Road, Belmont, Massachusetts 02478

Secretary: Susan Hahnenkratt

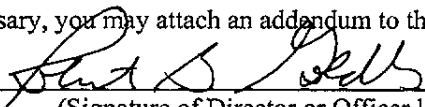
Address: 7A Clevedon Drive, Glasgow, G12 0SB, UK

Treasurer: Keith Williams

Address: 20 Cundell Way, Kings Worthy, Winchester, Hampshire, SO23 7NP, UK

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**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. Robert B. Goldberg Assistant Secretary and Attorney  
(Typed or printed name and capacity of person signing application)

**Additional Directors:**

Susan Hahnenkratt  
7A Cleveden Drive  
Glasgow  
G12 0SB, UK

Keith Williams  
20 Cundell Way  
Kings Worthy  
Winchester, Hampshire  
SO23 7NP, UK

**Additional Officers:**

Chief Operating Officer  
Nicholas S. M. Johnston  
108A Little John Road  
Chapel Hill, North Carolina 27517

Vice President – Legal and Commercial  
Sandra Copenhaver  
16 Lauderdale Drive  
Lauder  
TD2 6SN, UK

Assistant Secretary  
Karen Dacey  
385 Westchester Avenue  
Fleetwood, New York 10552

Assistant Secretary  
Robert B. Goldberg  
3490 Piedmont Road, Suite 400  
Atlanta, Georgia 30305

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# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0234686  
DATE INC/AUTH/FILED: 07/03/2002  
JURISDICTION : GEORGIA  
PRINT DATE : 08/12/2004  
FORM NUMBER : 211

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ELLIS, FUNK, GOLDBERG, LABOVITZ & DOKSON, P.C.  
MEGHAN L. ORSAGH  
3490 PIEDMONT ROAD, NE  
SUITE 400  
ATLANTA, GA 30305

## CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

MICROSULIS-AMERICAS, INC.  
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20040812201200027



*Cathy Cox*

Cathy Cox  
Secretary of State