

SEP. 22. 2004 9:53AM

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Florida Department of State
Division of Corporations
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From: Account Name : BUSINESS FILINGS
Account Number : 105256001620
Phone : (608) 827-5300
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FOREIGN PROFIT QUALIFICATION

Xeni Medical Systems, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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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. Xent Medical Systems, 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. 20-1426957

(FEI number, if applicable)

4. 7/21/04

(Date of incorporation)

5. Perpetual

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

6. Upon Filing

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.153, F.S.)

7. 782 NE Harbour Drive, Boca Raton, Florida 33431

(Principal office address)

27 Woodcrest Drive, Woodcliff Lake, New Jersey 07677

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law as set forth in Title 8 of the Delaware Code.

(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: Business Filings Incorporated

Office Address: 660 East Jefferson 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.

Mark Schiff
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Solon Kandel

Address: 592 Ashwood Road, Springfield, New Jersey 07081

Director: _____

Address: _____

B. OFFICERS

President: Solon Kandel

Address: 782 NE Harbour Drive, Boca Raton, Florida 33431

Vice President: _____

Address: _____

Secretary: Solon Kandel

Address: 782 NE Harbour Drive, Boca Raton, Florida 33431

Treasurer: Howard Katz

Address: 782 NE Harbour Drive, Boca Raton, Florida 33431

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

13. Solon Kandel
(Signature of Director or Officer listed in number 12 of the application)

14. Solon Kandel, President
(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XENI MEDICAL SYSTEMS, 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 SECOND DAY OF SEPTEMBER, A.D. 2004.

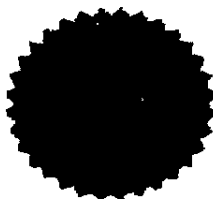
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XENI MEDICAL SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
2004 SEP 22 A 10:50
SECRETARY OF STATE
HARRIET SMITH WINDSOR

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3331624

DATE: 09-02-04

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