

F05000004256

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

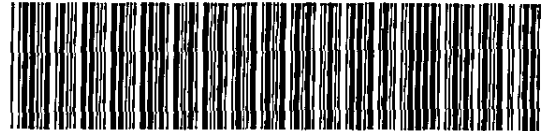
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 20, 2005

BETTY KENNEDY
12601 RESEARCH PARKWAY
ORLANDO, FL 32826

SUBJECT: INVIVO CORPORATION
Ref. Number: W05000030176

We have received your document for INVIVO CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 905A00042181

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Invivo Corporation
(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:

Betty Kennedy
(Name of Person)

Invivo Coporation
(Firm/Company)

12601 Research Parkway
(Address)

Orlando, FL 32826
(City/State and Zip code)

For further information concerning this matter, please call:

Betty Kennedy at (800) 331-3220 ext 257
(Name of Person) (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

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. In vivo Corporation
(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 3. 77-0115161
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/15/2003 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/16/2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 12601 Research Parkway Orlando, FL 32826
(Principal office address)

12601 Research Parkway Orlando, FL 32826
(Current mailing address)

8. Manufacturer and reseller of medical diagnostic equipment and supplies
(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: CT 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.

Barbara A Burke
(Registered agent's signature)

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

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TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John Albertine, Glenn Epstein, Larry Garberding, A Jay Graf, Michael Hoffman, Thomas Kempner, Sheldon Weinig

Address: Intermagnetics P.O.Box 461 Latham, NY 12110

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: David Thielman

Address: 12601 Research Parkway

Orlando, FL 32826

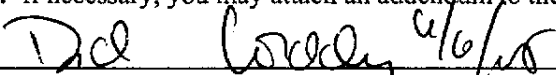
Secretary: _____

Address: _____

Treasurer: David Corddry

Address: 12601 Research Parkway Orlando, FL 32826

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

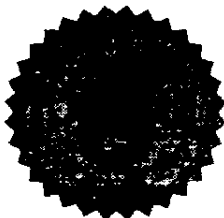
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVIVO CORPORATION" 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 TENTH DAY OF JUNE, A.D. 2005.

FILED
05 JUL 25 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2102499 8300

050481304

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3940787

DATE: 06-10-05