

F06000000163

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

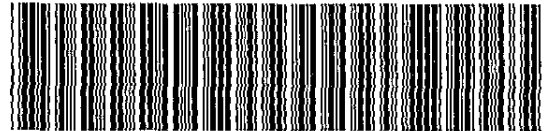
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

W06-500

2007 01 NOV 10 2005

CT CORPORATION

January 4, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6511693 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Suros Surgical Systems, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie.Bryan@wolterskluwer.com

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7515

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Northwest Technology Center
6100 Technology Center Drive
Indianapolis, IN 46278
317.344.7500 | toll free 800.650.2169
www.surossurgical.com | fax 317.344.7600

November 28, 2005

Florida Department of State
R.A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

Dear Sir or Madam:

Suros Surgical Systems, Inc. (Suros) (FEIN # 35-2115487) is authorized to do business in Florida. In June of 2004, our company underwent a restructuring to change its state of incorporation to Delaware. To effectuate this change in state of incorporation, we created a wholly owned subsidiary corporation incorporated in Delaware. Based on advice from our audit and tax compliance firm, we did not apply for a new federal employee identification number (FEIN) and assumed the same FEIN as the parent. The company then merged the parent corporation into the subsidiary through a statutory merger.

Suros has not re-registered to do business in your state because Suros believed that the statutory merger transaction did not require any action on its part to remain authorized to do business in your state. Although Suros has not changed any of its business practices, it became a new legal entity in June of 2004. Based on advice from your office, Suros is including all of the required forms to qualify the corporation to do business in Florida.

If you have any questions, please call me at (317) 344-7530. Suros will wait to receive the appropriate notification that Suros is qualified to do business in Florida.

Sincerely,

Terri Summers
Assistant Controller

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Suros Surgical 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 3. 35-2115487
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/18/04 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/23/03 on IN corporate file # F03-000002032
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6100 Technology Center Dr., Indianapolis, IN 46278
(Principal office address)

(Current mailing address)

8. sell medical device
(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 Rd.

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.

Cz: Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY
(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F-30

SEE ATTACHED

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Richard M. Rella Vice President & CFO

14. _____

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

Delaware

PAGE 1

The First State

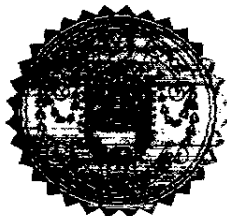
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUROS SURGICAL SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2005.

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.

3818261 8300

051055096



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4399394

DATE: 12-22-05



Northwest Technology Center
6100 Technology Center Drive
Indianapolis, IN 46278
317.344.7500 | toll free 800.650.2169
www.surossurgical.com | fax 317.344.7600

Board of Directors
2004-2005

1. **Mr. James R. Baumgardt**
President
Guidant Foundation
Bank One Center/Tower
111 Monument Circle, Suite 3570
Indianapolis, IN 46204
Office: (317) 971-2271
Fax: (317) 971-2118
Mobile: (317) 370-6143
jbaumgar@guidant.com
Home: 7289 Hunt Club Dr.
Zionsville, IN 46077
Home: (317) 251-1881
2. **Mr. Jim Pearson**
President & CEO
Suros Surgical Systems, Inc.
Northwest Technology Center
6100 Technology Center Drive
Indianapolis, IN 46278
Office: (317) 344-7501
Fax: (317) 344-7600
Mobile: (317) 727-5950
jpearson@surossurgical.com
Home: 12263 Bridgewater Road
Indianapolis, IN 46256
Home Office: (317) 841-8883
Home: (317) 841-8886
3. **Mr. Keith E. Brauer**
VP, Finance and CFO
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Fax: (317) 971-2119
Mobile: (317) 372-6319
kbrauer@guidant.com
Home: 9530 Irishman's Run Lane
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Home: (317) 733-1180
4. **Mr. Eugene L. Henderson**
Senior Counsel
Henderson, Daily, Withrow & Devoe
One Indiana Square, Suite 2600
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Office: (317) 639-4121
Fax: (317) 639-0191
Henderson@hdlegal.com
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Indianapolis, IN 46260
Home: (317) 873-6762
5. **Mr. Fazle Husain**
Managing Director
Morgan Stanley
1585 Broadway, 38th Floor
New York, NY 10036
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Fax: (212) 761-9606
Mobile: (917) 912-6337
Fazle.Husain@morganstanley.com
Home: 220 E. 65th Street
Apt. 3-L
New York, NY 10021
Home: (212) 750-5072



Northwest Technology Center
6100 Technology Center Drive
Indianapolis, IN 46278
317.344.7500 | toll free 800.650.2169
www.surossurgical.com | fax 317.344.7600

Board of Directors
2004-2005

6. **Mr. Joseph L. Mark**
VP, Product Development & Co-Founder
Suros Surgical Systems, Inc.
Northwest Technology Center
6100 Technology Center Drive
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Fax: (317) 344-7691
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jmark@surossurgical.com
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Indianapolis, IN 46208
Home: (317) 253-5256
7. **Mr. Carter McNabb**
Principal
River Cities Capital Funds
221 E. Fourth St., Suite 1900
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Fax: (513) 579-8939
Mobile: (513) 295-9215
cmcnabb@rcfc.com
Home: 3130 Griest Ave.
Cincinnati, OH 45208
Prefers no home number listed
8. **Mr. William R. Ringo**
4906 Deer Ridge Drive N
Carmel, IN 46033-8904
Office: (317) 575-8473
Fax: (317) 571-8545
Mobile: (317) 694-0117
Billrtingo@aol.com
Home Alternative:
c/o Wallace Marine
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Port Carling, Ontario
Canada POB1G0
Home: (705) 765-1410
9. **Mr. Ned Scheetz**
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Office: (415) 247-6870
Fax: (415) 979-9488
Mobile: (415) 272-6870
ned@piperventures.com
Home: 22 Seafirth Place
Tiburon, CA 94920
Home Office: (415) 789-0352
Home: (415) 789-0254