

F00000001919

Division of Corporations

Page 1

Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : C T CORPORATION SYSTEM
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STATE PARTY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Quantum Orthopedics Inc.

Certificate of Status	0
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Electronic Filing Menu

Corporate Filing Menu

Help

J 3/27/06

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. Quantum Orthopedics Inc.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Applied For
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 16, 2004 5. perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 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. 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008
 (Principal office address)
2744 Loker Avenue West, Suite B, Carlsbad, CA 92008
 (Current mailing address)

8. engage in any lawful act or activity
 (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.

CT Corporation System
 By: M. T. Fitzpatrick
 (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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DEPARTMENT OF STATE
 TALLAHASSEE FLORIDA
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A. DIRECTORS

Chairman: Todd Andrus

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

Vice Chairman: Jason Blain

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

Director: Rick Simmons

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

Director: Eduardo Alvarez

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

B. OFFICERS

President: Todd Andrus

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

Vice President: _____

Address: _____

Secretary: Steve McGowan

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

Treasurer: Steve McGowan (Chief Financial Officer)

Address: 2744 Loker Avenue West, Suite B, Carlsbad, CA 92008

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. Steve McGowan, Chief Financial Officer and Secretary
(Typed or printed name and capacity of person signing application)

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COUNTY OF STATE
TALLAHASSEE FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUANTUM ORTHOPEDICS 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-FOURTH DAY OF MARCH, A.D. 2006.

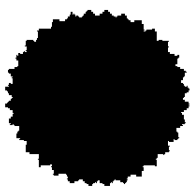
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3843594 8300

AUTHENTICATION: 4617165

060281971

DATE: 03-24-06