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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 29 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MedSim 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:

Lothar Herrmann
(Name of Person)

MedSim Inc.
(Firm/Company)

3215 North West 10th Terrace, Suite # 201
(Address)

Ft. Lauderdale, FL 3309
(City/State and Zip code)

For further information concerning this matter, please call:

Lothar Herrmann at (954) 563-0855
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA.

1. MedSim 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 transaction
business in Florida)

2. Delaware

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

3. 20-8200919

(FEI number, if applicable)

4. January 8, 2007

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 3215 North West 10th Terrace, Suite 201, Ft Lauderdale, FL 33309

(Principal office address)

3215 North West 10th Terrace, Suite 201, Ft Lauderdale, FL 33309

(Current mailing address)

8. Sales and Service of Educational Ultrasound Training Simulators

(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: Lothar Herrmann

Office Address: C/O MedSim Inc. 3215 North West 10th Terrace, Suite 201

Ft Lauderdale, Florida 33309

(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.*

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Mark Bergman

Address: c/o MedSim Ltd. HaYetzira 10 Industrial Zone, Ra'anana 43663, ISRAEL

Director: _____

Address: _____

B. OFFICERS

Chief Executive Officer: Mark Bergman

Address: c/o MedSim Ltd. HaYetzira 10 Industrial Zone, Ra'anana 43663, ISRAEL

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

M. Bergman
(Signature of Director or Officer listed in number 12 of the application)

14.

Mark Bergman, Chief Executive Officer

(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 "MEDSIM 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 SIXTEENTH DAY OF JANUARY, A.D. 2007.

APPROVED
AND
FILED

07 JAN 26 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5357639

DATE: 01-16-07