

F07000002845

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FOREIGN PROFIT/NONPROFIT CORPORATION

NDI Medical, Inc.

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May 29, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: NDI MEDICAL, INC.
REF: W07000025492

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1st page listing officers/director is not legible. ***

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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. NDI MEDICAL, 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. OHIO

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

3.

(FEI number, if applicable)

4. December 28, 2006

(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. One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

(Principal office address)

One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

(Current mailing address)

8. Developing and manufacturing medical devices

(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: **C T Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

Florida 33324

(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.

C T CORPORATION SYSTEM

(Registered agent's signature)

Gl S. Apoll, Asst. Secretary

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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

~~Chairman:~~ _____

Address: _____

~~Vice Chairman:~~ _____

Address: _____

Director: Geoffrey Thrope

Address: One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

Director: Robert Blankenship

Address: One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

B. OFFICERS

President: Geoffrey Thrope
and Chief Executive Officer

Address: One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

Vice President: Leonard M. Cosentino

Address: One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

Secretary: Leonard M. Cosentino

Address: One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

Treasurer: Robert Blankenship

Chief Financial Officer

Address: One Chagrin Highland, 2000 Auburn Drive, Suite 320, Cleveland, OH 44122

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. Leonard M. Cosentino, Secretary and Vice President

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

NDI Medical, Inc.
Ohio corporation

Addendum to State of Florida Form CR2E007

12. B (Additional Officers)

Vice President & Chief Technology Officer: Robert Strother
One Chagrin Highland, 2000 Auburn Dr., Suite 320, Cleveland, OH 44122

Vice President of Regulatory Affairs: Julie Grill
One Chagrin Highland, 2000 Auburn Dr., Suite 320, Cleveland, OH 44122

Vice President of Clinical Affairs: Maria Bennett
One Chagrin Highland, 2000 Auburn Dr., Suite 320, Cleveland, OH 44122

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TALLAHASSEE, FLORIDA

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**United States of America
State of Ohio
Office of the Secretary of State**

I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NDI MEDICAL, INC., an Ohio corporation, Charter No. 1668891, having its principal location in Beachwood, County of Cuyahoga, was incorporated on December 28, 2006 and is currently in GOOD STANDING upon the records of this office.

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TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 23rd day of May, A.D. 2007*

A handwritten signature in cursive script, reading "Jennifer Brunner".

Ohio Secretary of State

Validation Number: V2007143MA4934