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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

TRANS1 INC.

Certificate of Status	0
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T. Burch OCT 30 2007

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. TranSI Inc.

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

Delaware TranSI Inc.

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

2. Delaware

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

3. 33-0909022

(FEI number, if applicable)

4. May 5, 2000

(Date of incorporation)

5. Perpetual

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

6. The corporation intends to commence intrastate business in Florida following qualification

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

7. 411 Landmark Drive, Wilmington, NC 28412-6303

(Principal office address)

411 Landmark Drive, Wilmington, NC 28412-6303

(Current mailing address)

TranSI Inc. is a medical device company focused on minimally invasive surgical procedure for treating back pain. To engage in any act or activity for which corporations may be organized.

8. (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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: 

(Registered agent's signature)

Harry B. Davis
Asst. Vice President

Assistant Vice President

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

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. 

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

14. Bruce Feuchter, Secretary

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

RIDER A
TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
OF
TRANS1 INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Officers:

President and Chief Executive Officer	Richard Randall	411 Landmark Drive, Wilmington, NC 28412-6303
Vice President, Marketing and Sales	Rick Simmons	411 Landmark Drive, Wilmington, NC 28412-6303
Vice President, Product Development	Robert Assall	411 Landmark Drive, Wilmington, NC 28412-6303
Vice President, Regulatory and Clinical Affairs	William Jackson	411 Landmark Drive, Wilmington, NC 28412-6303
Secretary	Bruce Feuchter	411 Landmark Drive, Wilmington, NC 28412-6303
Treasurer	Michael L. Luetkemeyer	411 Landmark Drive, Wilmington, NC 28412-6303

Directors:

Richard Randall	411 Landmark Drive, Wilmington, NC 28412-6303
Mitchell Dann	411 Landmark Drive, Wilmington, NC 28412-6303
Michael A. Carusi	411 Landmark Drive, Wilmington, NC 28412-6303
James Shapiro	411 Landmark Drive, Wilmington, NC 28412-6303
Jonathan Osgood	411 Landmark Drive, Wilmington, NC 28412-6303

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting Secretary of Trans1 Inc., a Delaware corporation (the "Corporation");
2. The following is a true and correct copy of the resolutions adopted by the Board of Directors of the Corporation on September 19, 2007:

"WHEREAS, the Company is in the process of preparing applications to qualify the Company to transact business in various states as a foreign corporation;

WHEREAS, in certain states where the Company intends to qualify to transact business, there are entities in such states already qualified to transact business that have names so similar to the Company's name that the Company may not qualify to transact business in such states under its true corporate name;

WHEREAS, the Company may qualify to transact business in the various states by using alternate or fictitious names; and

WHEREAS, it is deemed to be in the best interests of the Company that the Company adopt alternate or fictitious names for the purpose of qualifying the Company to transact business in those states where the Company will not be allowed to qualify under its true corporate name.

NOW, THEREFORE, BE IT RESOLVED, that the adoption of alternate or fictitious names by the Company for the purpose of qualifying the Company to transact business in those states where the Company will not be allowed to qualify under its true corporate name be, and hereby is, approved and authorized;

RESOLVED FURTHER, that the adoption of the name of Delaware Trans1 Inc. for the purpose of qualifying the Company to transact business in the states of Arizona, Florida, Georgia, Illinois and Minnesota be, and hereby is, approved and authorized;

RESOLVED FURTHER, that the adoption of the name of Trans1 AxiaLIF Inc. for the purpose of qualifying the Company to transact business in the states of Massachusetts and Texas be, and hereby is, approved and authorized;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized to execute and deliver any forms, applications or other documents necessary to put into effect the use of the alternate or fictitious names indicated in the foregoing resolutions to facilitate the completion of the qualification of the Company to transact business as a foreign Company in the states indicated in the foregoing resolutions;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, on behalf of the Company and in its name, to execute and deliver all such documents and instruments and to take all such other actions, as such officer or officers shall determine to be necessary or advisable in order to carry out the purposes of these resolutions, with such determination to be conclusively evidenced by the execution and delivery of such documents or instruments or the taking of such action; and

RESOLVED FURTHER, that any form resolutions of a State required to be approved for this purpose be and they hereby are approved by this reference, including the following form resolutions required for qualification in the State of Minnesota:

WHEREAS, the name of this Company is currently on file with the Secretary of State of Minnesota; and

WHEREAS, the Company has not obtained the use of this name through the consent or affidavit procedures permitted by Minnesota Statutes chapter 302A.115;

THEREFORE, BE IT RESOLVED, that this Company shall use the name Delaware Trans1 Inc., which meets all the requirements of Minnesota Statutes chapters 303.05 and 302A.115, as its name in the State of Minnesota, for all purposes."

IN WITNESS WHEREOF, I have hereunto subscribed my name on October 26, 2007.


Bruce Feuchter, Secretary

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANS1 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-NINTH DAY OF OCTOBER, A.D. 2007.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRANS1 INC." WAS INCORPORATED ON THE FIFTH DAY OF MAY, A.D. 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6112554

DATE: 10-29-07