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Florida Department of State
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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Cardio Thoracic Systems, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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MRB/2/21

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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. CardioThoracic 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

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

3. 94-3228757

(FBI number, if applicable)

4. February 20, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon Filing

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

7. 3200 Lakeside Drive, Santa Clara, CA 95054

(Principal office address)

(Current mailing address)

8. Medical device manufacturing and sales.

(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

Joyce L. Markley
as its agent

By: Joyce L. Markley

(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

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

A. DIRECTORS

Chairman: See Attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Exhibit A

Address: _____

Vice President: _____

Address: _____

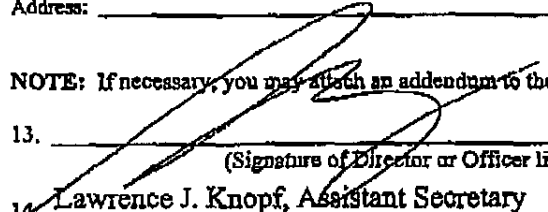
Secretary: _____

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. Lawrence J. Knopf, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Exhibit A
List of Officers and Directors

DIRECTORS

Name	Address
Paul W. Sandman	3200 Lakeside Drive, Santa Clara, CA 95054
Sam R. Leno	3200 Lakeside Drive, Santa Clara, CA 95054

OFFICERS

Name	Title	Address
Lisa Barnhardt	President	3200 Lakeside Drive, Santa Clara, CA 95054
Sam R. Leno	Vice President and Chief Financial Officer	3200 Lakeside Drive, Santa Clara, CA 95054
Jean Fitter Lance	Secretary	3200 Lakeside Drive, Santa Clara, CA 95054
Christopher P. Hughes	Assistant Secretary	3200 Lakeside Drive, Santa Clara, CA 95054
Lawrence J. Knopf	Assistant Secretary	3200 Lakeside Drive, Santa Clara, CA 95054
Milan Kofol	Vice President and Treasurer	3200 Lakeside Drive, Santa Clara, CA 95054
Douglas J. Cronin	Vice President	3200 Lakeside Drive, Santa Clara, CA 95054

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDIOTHORACIC 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 TWENTIETH DAY OF DECEMBER, 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 "CARDIOTHORACIC SYSTEMS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1996.

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TALLAHASSEE, FLORIDA

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at corp.delaware.gov/authver.shtml

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6256903

DATE: 12-20-07

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