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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

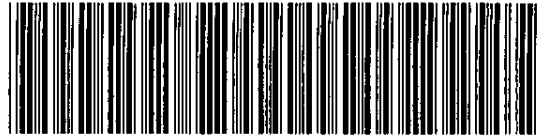
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KMK | Keating Muething & Klekamp PLL
ATTORNEYS AT LAW

DIRECT DIAL: (513) 579-6947
FACSIMILE: (513) 579-6457
E-MAIL: JRUTAN@KMKLAW.COM

October 30, 2008

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

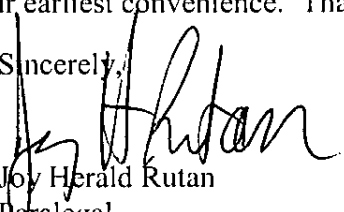
RE: AtriCure, Inc., a Delaware corporation
Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for AtriCure, Inc., a Delaware corporation. Also enclosed is our firm's check in the amount of \$87.50 for the filing fee, certified copy fee and status certificate.

Please file this document at the earliest possible time and return the documents to my attention. For your convenience, I have enclosed a self-addressed postage-prepaid envelope. If you have any questions, please call me at your earliest convenience. Thank you.

Sincerely,


Joy Herald Rutan
Paralegal

VIA UNITED PARCEL SERVICE

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: AtriCure, 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:

Joy Herald Rutan
(Name of Person)

Keating Muething & Klekamp PLL
(Firm/Company)

1 East Fourth Street, Suite 1400
(Address)

Cincinnati, Ohio 45202
(City/State and Zip code)

For further information concerning this matter, please call:

Joy Herald Rutan at (513) 579-6947
(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 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. AtriCure, 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. 34-1940305

(FEI number, if applicable)

4. 10/31/2000

(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. 6033 Schumacher Park Drive, West Chester, Ohio 45069

(Principal office address)

6033 Schumacher Park Drive, West Chester, Ohio 45069

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

(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, Florida 32301

(City)

(Zip code)

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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: Sonya L. Cordell

(Registered agent's signature)

Sonya L. Cordell Assistant VP

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:

A. DIRECTORS

Chairman: Richard M. Johnston

Address: 6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice Chairman: _____

Address: _____

Director: Mark A. Collar

Address: 6033 Schumacher Park Drive, West Chester, Ohio 45069

Director: David J. Drachman

Address: 6033 Schumacher Park Drive, West Chester, Ohio 45069

B. OFFICERS

President: David J. Drachman

Address: 6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice President: Julie A. Piton (Vice President, Finance and Chief Financial Officer)

Address: 6033 Schumacher Park Drive, West Chester, Ohio 45069

Secretary: Mark A. Weiss

Address: Keating Muething & Klekamp PLL, One E. 4th Street, Ste. 1400, Cincinnati, OH 45202

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. Julie A Piton Vice President / Chief

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

*Financial
Officer*

ADDENDUM

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

A. DIRECTORS (Continued)

Director: Donald C. Harrison, MD
6033 Schumacher Park Drive, West Chester, Ohio 45069

Director: Michael D. Hooven
6033 Schumacher Park Drive, West Chester, Ohio 45069

Director: Elizabeth D. Krell
6033 Schumacher Park Drive, West Chester, Ohio 45069

Director: Mark R. Lanning
6033 Schumacher Park Drive, West Chester, Ohio 45069

Director: Karen P. Robards
6033 Schumacher Park Drive, West Chester, Ohio 45069

B. OFFICERS (Continued)

Vice President: Stewart W. Strong
6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice President: Salvatore Privitera
6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice President: Frederick C. Preiss
6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice President: James L. Lucky
6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice President: Jonathon A. Sherman
6033 Schumacher Park Drive, West Chester, Ohio 45069

Vice President: Deborah L. Morley
6033 Schumacher Park Drive, West Chester, Ohio 45069

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATRICURE, 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-THIRD DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATRICURE, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2000.

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

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



3304415 8300

081061630

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6928585

DATE: 10-23-08