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(Address)

(City/State/Zip/Phone #)

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2011 MAY -9 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 Burch MAY 10 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Baxano, 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," or "Certificate of Good Standing" 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:

Finance Department

Name of Person

Baxano, Inc.

Firm/Company

655 River Oaks Parkway

Address

San Jose, CA 95134

City/State and Zip code

ptan@baxano.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Phoumren Tan

Name of Person

at (408) 514-2237

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. Baxano, 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. 20-2554340

(FEI number, if applicable)

4. 3/24/2005

(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. 655 River Oaks Parkway, San Jose, CA 95134

(Principal office address)

655 River Oaks Parkway, San Jose, CA 95134

(Current mailing address)

8. All purpose.

(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: CT 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.



(Registered agent's signature)

NASEEM A. CONDE
SPECIAL 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.

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

A. DIRECTORS

Chairman: Jeffery Bleich, M.D.

Address: 764 Talisman Ct.
Palo Alto, CA 94303

Vice Chairman: _____

Address: _____

Director: Rodney D. Altman, M.D.

Address: One Embarcadero Center, Ste 3250
San Francisco, CA 94111

Director: David Clapper

Address: 161 Tuscaloosa Avenue
Atherton, CA 94027

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Anthony Recupero

Address: 655 River Oaks Parkway
San Jose, CA 95134

Vice President: George Harter

Address: 655 River Oaks Parkway
San Jose, CA 95134

Secretary: Stephen Than

Address: 755 Page Mill Road, Palo Alto, CA 94304

Treasurer: _____

Address: _____

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

13. [Signature]

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. George Harter, CEO

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

Baxano, Inc.
List of Additional Directors

Directors

<u>Name</u>	<u>Address</u>
William T. Harrington, M.D.	3200 Alpine Road, Portola Valley, CA 94028
Russell Hirsch, M.D., Ph.D.	435 Tasso Street, Palo Alto, CA 94301-1553
Frank M. Phillips, M.D.	1611 West Harrison Street, Chicago, IL 60612
Dave Schulte	One Kaiser Plaza, 22 nd floor, Oakland, CA 94612
Jim Shapiro	88 Kearny Street, San Francisco, CA 94108-5566

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TALLAHASSEE, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAXANO, 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 SECOND DAY OF MAY, A.D. 2011.

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

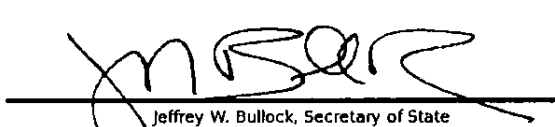
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8731622

DATE: 05-02-11