

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TORAX MEDICAL, 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:

Brian Mower

Name of Person

TORAX MEDICAL, INC.

Firm/Company

4188 Lexington Ave N

Address

Saint Paul, MN 55126

City/State and Zip code

bmower@toraxmedical.com

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

For further information concerning this matter, please call:

Brian Mower

at (651) 361-8900

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. TORAX 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. Delaware

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

3. _____

(FBI number, if applicable)

4. 10/09/2002

(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. 4188 Lexington Ave N, Saint Paul, MN 55126

(Principal office address)

4188 Lexington Ave N, Saint Paul, MN 55126

(Current mailing address)

8. Sales of Implantable Orthopedic Medical Devices to Hospitals

(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)

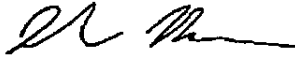
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

By: 
Jordan Brown, Assistant Secretary
CT Corporation System
(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.

14 FEB 12 AM 9:19
STATE DEPT OF STATE
DIVISION OF CORPORATE REGISTRATION

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

A. DIRECTORS

Chairman: Timothy Mills, Ph.D.

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

Vice Chairman: Pete Mc Nerney

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

Director: Charles E. Larsen

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

Director: Chris Grant

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

B. OFFICERS

President: Todd Berg

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

Vice President: Brian L. Mower, CPA

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

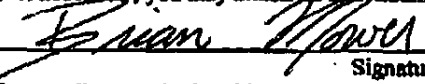
Secretary: William Kaufman

Address: 4188 Lexington Avenue North, Shoreview, MN 55126

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

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. Brian L. Mower, CPA

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

Torax Medical, Inc.
Directors & Officers

Name	Title	Address
Timothy Mills, Ph. D.	Chairman of the Board	4188 Lexington Avenue North Shoreview, MN 55126
Todd Berg	Director	4188 Lexington Avenue North Shoreview, MN 55126
Pete Mc Nerney	Director	4188 Lexington Avenue North Shoreview, MN 55126
Charles Larson	Director	4188 Lexington Avenue North Shoreview, MN 55126
Chris Grant	Director	4188 Lexington Avenue North Shoreview, MN 55126
William Kaufman	Secretary	4188 Lexington Avenue North Shoreview, MN 55126
Brian L. Mower, CPA	Treasurer	4188 Lexington Avenue North Shoreview, MN 55126
Todd Berg	Co-Founder, President, & CEO	4188 Lexington Avenue North Shoreview, MN 55126
Brian L. Mower, CPA	Vice President - Finance	4188 Lexington Avenue North Shoreview, MN 55126

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TORAX MEDICAL, 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 TWELFTH DAY OF FEBRUARY, A.D. 2014.

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.

3578231 8300

140167937

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1130062

DATE: 02-12-14