

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. Ventritex, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained on the name at present.)

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

3. October 24, 1994
(Date of Incorporation)

4. Perpetual
(Duration)

5. 77-0056340
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 701 East Evelyn Avenue, Sunnyvale, California 94086
(Current mailing address)

8. Manufactures & Distributes Heart Defibrillators.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
SECTION OF CORPORATIONS
JAN 23 PM 3:19

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

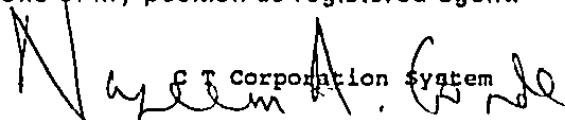
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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: _____


C T Corporation System

(Officer)

NASEEM A. CONDE

SPECIAL ASST. SECRETARY
(Typed Name and Title of Officer)

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Eric J. Keller, Secretary

(Name and capacity of person signing application)

VENTRITEX, INC.

Corporate Officers:

701 East Evelyn Avenue
Sunnyvale, CA 94086

President, Chief Executive Officer
Vice President - Finance, CFO, Secretary
Vice President - Marketing & Sales
Vice President - Clinical Engineering
Vice President - Product Development
Vice President - Patent Counsel
Vice President - Manufacturing
Vice President - Leads Operation

Frank M. Fischer
Eric J. Keller
Kevin Larkin
Michael Sweeney
Benjamin Pless
Mark Meltzer
Robert Gaffney
Sandra Miller

100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200

650 Page Mill Road
Palo Alto, CA 94304-1050

Assistant Secretary
Assistant Secretary

J. Casey McGlynn
David Segre

Board of Directors:

Frank M. Fischer
(Same as above)

Richard L. Karrenbrock
One Maritime Plaza, Suite 1201
San Francisco, CA 94114

Walter J. McNerney
J.L. Kellogg Graduate School of Management
Northwestern University
Leverone Hall
2001 Sheridan Road
Evanston, IL 60208-2007

Robert Momsen
InterWest Partners
3000 Sand Hill Road, 3-255
Menlo Park, CA 94025

C. Raymond Larkin, Jr.
Nellcor
25495 Whitesell Street
Hayward, CA 94545

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENTRITEX, 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 NINETEENTH DAY JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 19 1995
5:49 PM



Edward J. Freel

Edward J. Freel, Secretary of State

2446287 8300

950013867

AUTHENTICATION

DATE

7379378

01-19-95