

F95000001115

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: EBI MEDICAL SYSTEMS, INC.
(Name of corporation)

7000001406127
-02/14/95--01095--009
*****70.00 *****70.00

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:

PETER S. DAMBACH
(Name of Person)

EBI MEDICAL SYSTEMS, INC.
(Firm/Company)

6 UPPER BND RD
(Address)

PARSIPPANY NJ 07054
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

PETER DAMBACH
(Name of Person)

at (201) 299 - 9300
Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1995

EBI MEDICAL SYSTEMS, INC.
% PETER S. DAMBACH
6 UPPER POND RD.
PARSIPPANY, NJ 07054

SUBJECT: EBI MEDICAL SYSTEMS, INC.
Ref. Number: W9500003442

We have received your document for EBI MEDICAL SYSTEMS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2100.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 895A00006714

RECEIVED
FEB 16 1995
CORPORATIONS
SECTION 607.1501

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. EBI MEDICAL SYSTEMS INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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 in the name at present.)

2. DELAWARE 3. 22-2406619
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/18/82 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. AFTER 6/1/92
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 6 UPPER POND RD
PARSIPPANY NJ 07054
(Current mailing address)

8. SALES OF MEDICAL PRODUCTS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT CORPORATION SYSTEM
Office Address: 1200 S. PINE ISLAND ROAD
PLANTATION, 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.

[Signature]
(Registered agent's signature)
ADRIENNE M. ZICKLER, ASST SECY

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: JAMES R. PASTENA

Address: 6 UPPER POND RD
PARSIPPANY NJ 07054

Vice Chairman: _____

Address: _____

Director: DANE L. MILLER

Address: SAME

Director: NILES L. NOBLITT

Address: SAME

B. OFFICERS

President: JAMES R. PASTENA

Address: 6 UPPER POND RD
PARSIPPANY NJ 07054

Vice President: MARSHALL L. PEREZ

Address: SAME


Secretary: DANIEL P. HANN

Address: SAME

Treasurer: PETER S. DAMBACH

Address: SAME

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PETER S. DAMBACH
(Typed or printed name and capacity of person signing application)

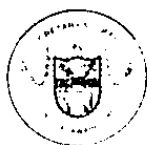
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SECRET
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EBI MEDICAL 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 FIRST DAY OF FEBRUARY, A.D. 1995.

RECEIVED
FEB 1 1995
SECRETARY OF STATE
DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

7392780

DATE

02-01-95