F95000001661

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL. 32301 (904) 656-8298

City State Zip Phone

70000 1448347
-04/05/95--01108--002
*****70.00 *****70.00

70000 1448347
-04/05/95--01108--003
*****52.50 *****52.50

CORPORATION(S) NAME

Baxter CVG Services Inc

FILED
95 APR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(X) Profit
( ) NonProfit
( ) Amendment
( ) Merger

(X) Foreign
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.
( ) Fictitious Name

(X) Certified Copy
( ) Photo Copies
( ) CUS / G/S

( ) Call When Ready
(X) Walk In
( ) Mail Out
( ) Call if Problem
~~( ) Will Wait~~
( ) After 4:30
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Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

3:00
4/5/95

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CR2E031 (1-89)

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. BAXTER CVG SERVICES INC.

(Name of corporation: 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 in the name at present.)

2. DELAWARE

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

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3. February 9, 1995
(Date of incorporation)

4. Perpetual
(Duration)

5. 36-4010901

(Federal Employer Identification number, if applicable)

6. No business as of this date.

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)

7. C/O Baxter International Inc. ; One Baxter Parkway, Deerfield, IL 60015

(Current mailing address)

8. Any lawful activity for which corporations may be organized under the laws of the State of Delaware.

(Brief description of the nature of the business in which it is engaged in the state of Florida)

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

A. Directors:

Chairman: SEE ATTACHED LIST

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

(FLA. – 2189 – 2/1/92)

9. Officers:

President: ______

Address: ______

______

Vice President: ______

Address: ______

______

Secretary: ______

Address: ______

______

Treasurer: ______

Address: ______

______

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TALLAHASSEE, FLORIDA

(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 futher 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)

ADRIENNE M. JACKLIN, ASST. SECY.

(Type 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. A.F. Staubitz

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

14. A.F. Staubitz Vice-President

(Name and capacity of person signing application)

(FLA. – 2189)

Attachment to Application as a Foreign Corporation

BAXTER CVG SERVICES INC.

Directors:

J. Patrick Fitzsimmons	One Baxter Parkway, Deerfield, Illinois 60015
A. Gerard Sieck	"
A. F. Staubitz	"

Officers

Michael A. Mussallem	President	17221 Red Hill Avenue, Santa Ana, CA 92714
King Nelson	VicePresident	"
Esther Kim	Assistant Secretary	"
John Kehl	Treasurer	"
A. F. Staubitz	Vice President	One Baxter Parkway, Deerfield, Illinois 60015
A. Gerard Sieck	Secretary	"
J. Patrick Fitzsimmons	Assistant Secretary	"
Ivan Shandor	Assistant Treasurer	"

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TALLAHASSEE, FLORIDA

Baxter International Inc.
One Baxter Parkway
Deerfield, Illinois 60015-4633

708.948.2000
Telex: 206770
Fax: 708.948.3948

Baxter

NOTICE OF TRANSFER OF RESERVED CORPORATE NAME

OF

BAXTER CVG SERVICES INC.

To the Secretary of State
of the State of Florida

You are hereby notified that the undersigned has transferred to CT Corporation System, whose address is 1311 Executive Center Drive, Suite 200, Tallahassee, FL 32310, the corporate name of Baxter CVG Services Inc., which was reserved in your office for the exclusive use of Gibson, Dunn & Crutcher (by Kaye T. Walsh), and further assigned to the undersigned, for use in filing an application for qualification of that corporation in your state.

Dated April 4, 1995.

Helen F. Tartakoff

Helen F. Tartakoff
Paralegal
Office of the General Counsel

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95 APR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

hft/cvgseta.doc/3/31/95

AP 5 '95 11:35 FR BAXTER DF-LAW DEPT. 708 948 3827 TO 904878582128478 P.02/02

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1995

CSC NETWORKS

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95 APR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name BAXTER CVG SERVICES INC. has been reserved for 120 days beginning March 31, 1995. The reservation number is R95000001424 and this reservation is **NONRENEWABLE.**

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 295A00014736

** TOTAL PAGE.002 **

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAXTER CVG SERVICES 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 THIRTY-FIRST DAY OF MARCH, A.D. 1995.

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

FILED
95 APR -5 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

2479483 8300

950072281

AUTHENTICATION: 7458758

DATE: 04-03-95

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

F95000001661

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 655914 3558K

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00.

ORDER DATE : August 8, 1995

600001555416

ORDER TIME : 2:07 PM

ORDER NO. : 655914

CUSTOMER NO: 3558K

CUSTOMER: Kaye T. Walsh, Legal Asst
Gibson Dunn & Crutcher
Suite 19
1228 N Street
Sacramento, CA 95814

FOREIGN FILINGS

NAME: BAXTER CVG SERVICES INC.

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XX AMENDMENT

FILED
95 AUG -8 PM 4:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 AUG -9 PM 3:00
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

8/9

Joy name change

CONTACT PERSON: Maria I. Newport

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
95 AUG -8 PM 4:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. Baxter CVG Services Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 5, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 7, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

SETA, Inc.

6. If the amendment changes the period of duration, indicate new period of duration

n/a

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

n/a

Ron C. Bailey Executive Vice President — July 25, 1995
Signature — Date
Name and Title Ron C. Bailey

(FLA. - 2251 - 3/19/93)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SETA, INC.", A ALABAMA CORPORATION,

WITH AND INTO "BAXTER CVG SERVICES INC." UNDER THE NAME OF "SETA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF APRIL, A.D. 1995, AT 9 O'CLOCK A.M.

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7540463

DATE: 06-15-95

2479483 8100M

950132943

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/07/1995
950077725 – 2497062

CERTIFICATE OF MERGER
OF
SETA, INC.
WITH AND INTO
BAXTER CVG SERVICES INC.

To the Secretary of State
of the State of Delaware

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, Baxter CVG Services Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are as follows: (a) SETA, Inc., an Alabama corporation ("SETA"); and (b) Baxter CVG Services Inc., a Delaware corporation ("Baxter CVG").

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged in accordance with the laws under which each constituent corporation is formed.

3. The surviving corporation is Baxter CVG; provided, however, that the name of the surviving corporation shall be changed pursuant to paragraph 4 below.

4. The certificate of incorporation of Baxter CVG shall be the certificate of incorporation of the surviving corporation; provided, however, that Article 1 of the Certificate of Incorporation of Baxter CVG is hereby amended to read in its entirety as follows:

   "1. The name of the corporation is: SETA, Inc."

5. The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 3 Mobile Infirmary Circle, Mobile, Alabama 36652.

6. The surviving corporation will furnish a copy of the agreement and plan of merger, on request and without cost, to any stockholder of Baxter CVG or SETA.

7. The surviving corporation will continue its existence as a corporation of the State of Delaware.

8. The authorized capital stock of SETA consists solely of 100,000 shares of common stock, $1.00 par value.

IN WITNESS WHEREOF, Baxter CVG Services Inc. has caused this Certificate of Merger to be duly executed and delivered on the day and year first above written.

BAXTER CVG SERVICES INC., a Delaware Corporation

John H. Kehl, Jr.,
Chief Financial Officer and Treasurer