

F95000002286

April 28, 1995

CT Corporation System
454 Norwest Midland
Bank Building
Minneapolis, MN 55401
612 333 4315
Fax 612 333 2524

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Schneider (USA) Inc.
Order #: 197421

300001476243
-05/04/95--01113--004
*****35.00 *****35.00

Counsel: American Medical Systems Inc.
Law Department
11001 Bren Road East
Minnetonka, MN 55343

300001476243
-05/04/95--01113--005
*****35.00 *****35.00

Gentlemen:

As requested by counsel, we enclose for filing
Application for Authority on behalf of this corporation,
together with funds in payment of the required fees.
This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing
cannot be effected promptly, please notify this office of
the details by calling our toll-free number: 1-800-626-
1773.

Very truly yours,

Michele

Michele R. Rohrbaugh
Associate Customer Specialist

MRR/mag

Enclosure(s)

FILED
95 MAY - 4 AM 9:28
TALLAHASSEE, FLORIDA

**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. Schneider (USA) 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 in the name at present.)
2. Minnesota
(State or country under the law of which it is incorporated)
3. May 4, 1983 4. Perpetual
(Date of Incorporation) (Duration)
5. 41-1455302
(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. 5905 Nathan Lane North, Plymouth, Minnesota 55442
(Current mailing address)

8. See attached purpose clause
(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: _____

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TALLAHASSEE, FLORIDA

9. Officers:

President: See attached list of officers

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 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

Susan J. Wanner
(Officer)

Susan J. Wanner - Asst Sec.
(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]

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

14. Steven Lukas, Vice President

(Name and capacity of person signing application)

SCHNEIDER (USA) INC.
Corporate Officers & Directors

David Booth - President, Chief Executive Officer
5905 Nathan Lane
Plymouth, MN 55442

Steven Lukas - VP Finance & Administration
5905 Nathan Lane
Plymouth, MN 55442

Robert Ross - Secretary
5905 Nathan Lane
Plymouth, MN 55442

Patricia Beithon - Assistant Secretary
5905 Nathan Lane
Plymouth, MN 55442

P. Nigel Gray - Director
5905 Nathan Lane
Plymouth, MN 55442

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TALLAHASSEE, FLORIDA

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
Schneider (USA) Inc**

Sales of implantable medical devices, catheters, and guidwires to hospitals and any all lawful business purposes permitted under the Business Corporation Act.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Schneider (USA) Inc

Date Formed: 05/04/1983

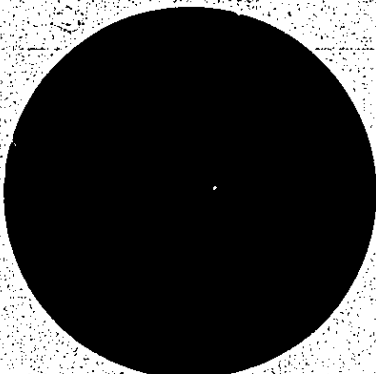
Chapter Governed By: 302A

This certificate has been issued on 04/28/95.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY -4 AM 9:28

FILED



Joan Anderson Grove
Secretary of State.