

F95000002848

February 3, 1995

CT Corporation System
906 Olive Street
St. Louis, MO 63101
314 231 8380
Fax 314 231 9692

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

Re: **SMITH & NEPHEW RICHARDS, INC.**
Order #: 150767

200001399922
-06/14/95--01022--014
***11101.25 ***11101.25

Counsel: Smith & Nephew Richards Inc.
Legal Dept.
1450 E. Brooks Rd.
Memphis TN 38116

200001399922
-02/08/95--01024--003
*****70.00 *****70.00

Dear Sir/Madam:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation the documents identified below:

QUALIFICATION

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office by regular mail.

Should you need anything further, please contact the undersigned at our toll free number 1-800-325-2671.

Very truly yours,

Michele M. Petralia

Michele M. Petralia
Assoc. Customer Specialist

MMP/skb

Enclosure(s)

W95-2902

95 JUN 13 PM 10:32
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 8, 1995

MICHELE M. PETRALIA
CT CORPORATION SYSTEM
906 OLIVE ST.
ST. LOUIS, MO 63101

SUBJECT: SMITH & NEPHEW RICHARDS, INC.
Ref. Number: W95000002902

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

We have received your document for SMITH & NEPHEW RICHARDS, 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:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that SMITH & NEPHEW RICHARDS, INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates April 10, 1968, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$11101.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 095A00005494



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 12, 1995

MICHELE M. PETRALIA
CT CORPORATION SYSTEM
906 OLIVE ST.
ST. LOUIS, MO 63101

SUBJECT: SMITH & NEPHEW RICHARDS, INC.
Ref. Number: W95000002902

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SMITH & NEPHEW RICHARDS, INC..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since April 10, 1968. You were notified by letter dated February 8, 1995, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$11101.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Jennifer Sindt
Document Examiner

Letter No. 095A00024460

Enclosure

Legal Department

Smith & Nephew North America

1450 Brooks Rd., Memphis, TN 38116 U.S.A.
Telephone: (901) 396-2121
Telefax: (901) 396-7824 Telex: 682-8025

Smith+Nephew

June 7, 1995

Jennifer Sindt
Document Examiner
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Smith & Nephew Richards, Inc.
Ref. Number: W95000002902

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

Dear Ms. Sindt:

Enclosed please find a check in the amount of \$11,101.25 representing payment in full for any fees or penalties with regard to the registration of Smith & Nephew Richards, Inc. in the state of Florida.

Please proceed with the registration of Smith & Nephew Richards, Inc. in Florida. Please let me know if you need any additional information other than the documentation that has previously been forwarded to you.

Very truly yours,

Susan L. Johanyak
Susan L. Johanyak
Sr. Legal Assistant

**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. Smith & Nephew Richards, 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. Delaware
(State or country under the law of which it is incorporated)
3. April 10, 1968 4. Perpetual
(Date of Incorporation) (Duration)
5. 62-0796756
(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. 1450 Brooks Rd., Memphis, Tennessee 38116
(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: Jack Blair

Address: 1450 Brooks Rd.

Memphis, Tennessee 38116

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

9. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 11:10:32

(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: _____

John J. Linnihan
C T Corporation System
(Officer)
John J. Linnihan, Asst. Vice Pres.

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

14. Ben Parrish, Secretary

(Name and capacity of person signing application)

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

**Purpose Clause of
Smith & Nephew Richards, Inc.**

To design, manufacture and instruments, auto blood tr. instruments, otology drapes, equipment, continuous passive tourniquets cuffs and any other Corporations may be organized to do business.	hopaedic implants, orthopaedic es, otology implants, otology soft goods, sinus endoscopy ines, tourniquet and disposable st or activity for which
--	---

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

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

**Directors of
Smith & Nephew Richards, Inc.**

1. Jack Blair
1450 Brooks Rd.
Memphis, Tennessee 38116
2. Larry Papasan
1450 Brooks Rd.
Memphis, Tennessee 38116
3. Ron Sparks
1450 Brooks Rd.
Memphis, Tennessee 38116
4. Ben Parrish
1450 Brooks Rd.
Memphis, Tennessee 38116

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

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

**Officers of
Smith & Nephew Richards, Inc.**

1. Larry Papasan, President
1450 Brooks Rd.
Memphis, Tennessee 38116
2. Thomas Martin, Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
3. Ron Sparks, Vice President & Treasurer
1450 Brooks Rd.
Memphis, Tennessee 38116
4. Denes Bardos, Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
5. Joseph Bagwell, Sr. Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
6. Ben Parrish, Sr. Vice President, Secretary
1450 Brooks Rd.
Memphis, Tennessee 38116
7. V. J. Whitt, Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
8. Dennis Burling, Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
9. Russ Olsen, Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
10. Barbara Halliburton, Vice President
1450 Brooks Rd.
Memphis, Tennessee 38116
11. H. R. Berkenstock, Jr., Vice President, Assistant Secretary
1450 Brooks Rd.
Memphis, Tennessee 38116
12. Tony Parish, Assistant Secretary
1450 Brooks Rd.
Memphis, Tennessee 38116

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITH & NEPHEW RICHARDS, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 13 AM 10:32




Edward J. Freel, Secretary of State

0675920 8300

950024561

AUTHENTICATION:

7393699

DATE:

02-01-95

F95000002848

CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 9692

May 19, 1997

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

500002188075--7
-05/22/97--01063--001
*****35.00 *****35.00

Re: **SMITH & NEPHEW RICHARDS, INC.**
Order #: 854547

Dear Sir/Madam:

We enclose for filing on behalf of this corporation the documents identified below:

WITHDRAWAL

Check in payment of the required fees is attached.
Please forward the usual evidence of filing to this office by regular mail using the enclosed envelope.

Should you need anything further, please contact the undersigned at our toll free number 1-800-325-2671.

Very truly yours,



Marlene Smith
Customer Specialist

ms

Enclosure(s)

FILED
97 MAY 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Foreign Withdrawal

vfw b-2-97

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Smith & Nephew Richards, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

97 MAY 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

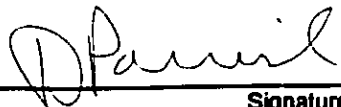
1450 Brooks Rd.

(Mailing Address)

Memphis, Tennessee 38116

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

MAY 15, 1997

Date

Ben Parrish

Typed or printed name

Vice President

Title