

Down Only Number Only

F96000000613

CT CORPORATION SYSTEM  
Requester's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

500001708455  
-02/06/96--01096--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

96 FEB - 6 PM 1:38

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Vital Corp Inc

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Liability   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of N.A.     |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Incorporation       | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input type="checkbox"/> Call When Ready     |   | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In  |   |   |
| <input type="checkbox"/> Mail Out            |   |   |

Name
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FEB - 6 PM 12:02  
DIVISION OF CORPORATIONS

CH2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. VitalCom 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

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

3. 33-0538926

(FEI number, if applicable)

4. December 2, 1992

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 15222 Del Amo Avenue, Tustin, California 92680

(Current mailing address)

8. sales and installation of medical monitoring equipment

(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: C T Corporation System

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

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

M. T. Fitzpatrick  
(Registered agent's signature) (Officer)

M.T. Fitzpatrick, Asst. Secretary

(Type Name and Title of Officer)

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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: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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

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

14. Shelley B. Thunen, Vice President  
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS  
OF  
VITALCOM INC.**

**President, CEO and Director**  
took office 6/1/95  
**David Schlotterbeck**  
57 Poppy Hills Road  
Laguna Hills, California 92677

**Timothy T. Weglicki**  
ABS Capital Partners L.P.  
135 E. Baltimore Street  
Baltimore, Maryland 21202

**V. P. Finance**  
took office 12/11/92  
**Shelley Thunen**  
VitalCom Inc.  
15222 Del Amo Avenue  
Tustin, California 92680

**Secretary and Director**  
took office 12/11/92  
**William McBride**  
VitalCom Inc.  
15222 Del Amo Avenue  
Tustin, California 92680

**Director**  
took office 6/1/95  
**Elizabeth Weatherman**  
E.M. Warburg Pincus & Co., Inc.  
466 Lexington Avenue 10th Floor  
New York, NY 10017

**Director**  
took office 6/1/95  
**Jack W. Lasersohn**  
The Vertical Group  
338 Village Lane  
Los Gatos, California 95030

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 "VITALCOM 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 SECOND DAY OF FEBRUARY, A.D. 1996.

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.

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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

7814358

DATE:

02-02-96