

F9600002456

**CSO networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET  
TALLAHASSEE, FL 32301-3607  
904-222-0001  
904-222-0393 FAX

800-342-8086

RECEIVED  
96 MAY 16 AM 11:08  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 954316

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 954316

CUSTOMER NO: 4362477

CUSTOMER: Marilyn Adelman, Legal Asst  
Safeguard Scientifics, Inc.  
800 The Safeguard Building  
435 Devon Park Drive  
Wayne, PA 19087-1945

700001824687

FOREIGN FILINGS

NAME: MICROVISION MEDICAL  
SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 16 AM 11:31

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
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. MICROVISION 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**

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

**3.**

(FEI number, if applicable)

**4. MARCH 28, 1996**

(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 817.155, F.S.)

**7. C/O XL VISION, INC.**

**10300 102ND TERRACE, SEBASTIAN, FL 32958**

(Current mailing address)

**8. To engage in any lawful act or activity for which corporations may be organized under the**

**General Corporation Law of the State of Delaware**

(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: John S. Scott**

**Office Address: c/o XL Vision, Inc.**

**10300 102nd Terrace, Sebastian, FL**

**, Florida,**

**32958**

(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.*

**By:**

(Registered agent's signature)

- 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.**

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DIVISION OF CORPORATIONS  
96 MAY 16 AM 11:31

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: John S. Scott  
Address: 10300 102nd Terrace  
Sebastian, FL 32958

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

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

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

B. OFFICERS

President: See Exhibit A attached  
Address: \_\_\_\_\_


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

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

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

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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. John S. Scott, Chairman  
(Typed or printed name and capacity of person signing application)

# **EXHIBIT "A"**

John Scott  
Michael Shiff  
James B. Willmann

10300 102<sup>nd</sup> Terrace, Sebastian FL  
18304 Preston Rd., Suite 800 Dallas TX  
10300 102<sup>nd</sup> Terrace, Sebastian FL

Chairman  
President  
Vice President of  
Development,  
Treasurer & Secretary  
Vice President of  
Marketing and Sales  
and Business Development  
Vice President Finance  
and Chief Financial Officer  
Assistant Secretary

Kenneth Garber

10300 102<sup>nd</sup> Terrace, Sebastian FL

David Szosrak

10300 102<sup>nd</sup> Terrace, Sebastian FL

Steven J. Rosard

435 Devon Park Dr., Wayne PA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 16 AM 11:31

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICROVISION 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 FIFTEENTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MICROVISION MEDICAL SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 1996.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 15 AM 11:31



*Edward J. Freel*

Edward J. Freel, Secretary of State

2609468 8300

AUTHENTICATION: 7946140

960140252

DATE: 05-15-96

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V TS

THE VISION IN MEDICAL IMAGING

TS 960000002456

May 15, 1997

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002182638--5  
-05/19/97--01052--001  
\*\*\*\*\*85.00 \*\*\*\*\*85.00

400002221764--6  
-06/24/97--01086--007  
\*\*\*\*\*2.50 \*\*\*\*\*2.50

Re: MicroVision Medical Systems, Inc.

Attached you will find an application to correct the name of the above-referenced corporation, and a check in the amount of \$85.00 to cover the fees for such an amendment.

I have also enclosed an original certificate from the State of Delaware evidencing such amendment.

Please send an amended Certificate to Transact Business to my attention at:

Kathleen Lees  
Corporate Records  
ChromaVision Medical Systems, Inc.  
10305 102<sup>nd</sup> Terrace  
Sebastian, FL 32958  
(561) 589-7331 ext. 239  
(561) 589-2049 fax

Yours very truly,

*Kathy*

Kathleen Lees  
Corporate Records Administrator

Encls.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 23 PM 2:54

APPROVED  
AND  
FILED

*Cur*  
*5/23/97*  
*McMan*  
*5/23/97*  
*6-23-97*  
*McCopy*



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 22, 1997

**KATHLEEN LEES**  
10305 102ND TERRACE  
SEBASTIAN, FL 32958

**SUBJECT: MICROVISION MEDICAL SYSTEMS, INC.**  
Ref. Number: F96000002456

We have received your document for MICROVISION MEDICAL SYSTEMS, INC. and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

**Carol Mustain**  
Corporate Specialist

Letter Number: 897A00028059

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

May 12, 1997

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Date

Chairman of the Board

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Title

APPROVED  
AND  
FILED

97 JUN 23 PM 4:34

SECTION OF  
TALLAHASSEE, FLA.

the laws of

prate abbreviation, if



*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

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 AMENDMENT OF "MICROVISION MEDICAL SYSTEMS, INC.", CHANGING ITS NAME FROM "MICROVISION MEDICAL SYSTEMS, INC." TO "CHROMAVISION MEDICAL SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.



2609468 8100  
971171523

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8492764  
06-03-97

DATE:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 04/23/1997  
971131573 - 2609488

**CERTIFICATE OF AMENDMENT  
to the  
CERTIFICATE OF INCORPORATION  
of  
MICROVISION MEDICAL SYSTEMS, INC.**

MicroVision Medical Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That at a meeting of the board of directors held on December 12, 1996, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Company. The resolution setting forth the amendment is as follows:

RESOLVED, that the first sentence of Article 1 of the Certificate of Incorporation be amended to read as follows:

1. The name of the corporation is ChromaVision Medical Systems, Inc.

SECOND: That thereafter, pursuant to the resolution of the board of directors, the proposed amendment was approved by the stockholders of the Company by written consent dated April 23, 1997.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by Douglas S. Harrington, its Chief Executive Officer on this 23rd day of April, 1997.

MICROVISION MEDICAL SYSTEMS, INC.

By: /s/ Douglas S. Harrington  
Douglas S. Harrington, Chief Executive Officer