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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

100001900251
-07/22/96--01029--022
****122.50 ****122.50

Barter World Trade Corporation

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TALLAHASSEE, FLORIDA

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation

- ☐ Merge
☐ Mark

- ☐ Limited Partnership
☐ Reinstatement

- ☐ Other UCC Filing
☐ Change of R.A.
☐ Fic. Name

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and
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Baxter Export Corporation
One Baxter Parkway
Deerfield, Illinois 60015-4033

700.948.4500
Fax: 700.948.2000

Baxter

July 19, 1996
847.948.2000

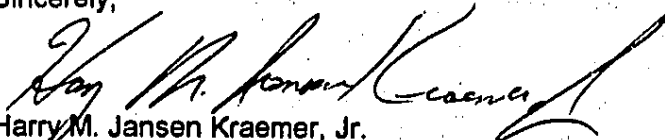
Secretary of State
Corporations Department
Florida

Re: Baxter World Trade Corporation

To whom it may concern:

As the President of Baxter Export Corporation, a Delaware corporation qualified to conduct business in the State of Florida, I approve, and give permission on behalf of Baxter Export Corporation for the use, by Baxter World Trade Corporation, of a similar name in the State of Florida.

Sincerely,


Harry M. Jansen Kraemer, Jr.

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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 World Trade Corporation
(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. 36-2999006
(FEI number, if applicable)
4. April 14, 1978
(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. One Baxter Parkway
Deerfield, Illinois 60015
(Current mailing address)
8. see attached Exhibit A
(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT 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: Please see attached Exhibit B

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached Exhibit B

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Vice President and Assistant Secretary
(Typed or printed name and capacity of person signing application)

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EXHIBIT A

"3. The nature or purpose of the business to be conducted is to act as a holding company and investment company (as defined by the Illinois Income Tax Act) and in furtherance of such purpose, to engage in the following activities:

(i) to borrow money and contract debts; to issue evidences of indebtedness, payable on demand, or at specified time or times, or payable on the happenings of a specified event or events.

(ii) to purchase, hold, sell, and generally deal in securities, of every kind, of any governmental entity, corporation, joint venture, or other entity located in or organized under the laws of any part of the world; to exercise any and all rights of ownership or interest with respect to such securities, including the right to promote and assist, financially or otherwise, any entity that issued the securities; to purchase, hold, sell, and generally deal in businesses and properties, of every kind, of any corporation, joint venture, or other entity located in or organized under the laws of any part of the world.

(iii) to direct the operations of any other corporation or any joint venture or other entity located in or organized under the laws of any part of the world through the ownership of stock or other interests therein; to continue, alter, and develop their businesses, assume their liabilities, guarantee payment or performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name or any other name any business so acquired; and, in connection with such activities, to perform stewardship and overseeing functions for its own benefit as an investor even where such activities are duplicative of services the entity has performed for itself.

(iv) to do other things necessary and proper for the accomplishment of the objects of a holding and investment company or necessary and incidental to the protection and benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the objects of such a company, but not to engage in banking or otherwise receive deposits."

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BAXTER WORLD TRADE CORPORATION OFFICERS and DIRECTORS

OFFICERS

Harry M. Jansen Kraemer, Jr.	President
Arthur F. Staubitz	Senior Vice President and General Counsel
Timothy B. Anderson	Group Vice President
Donald W. Joseph	Group Vice President
Carlos del Salto	Corporate Vice President
John F. Gaither, Jr.	Corporate Vice President
J. Robert Hurley	Corporate Vice President
Roberto E. Perez	Corporate Vice President
David C. McKee	Vice President and Assistant Secretary
Kathy B. White	Vice President and Chief Information Officer
A. Gerard Sleek	Secretary
J. Patrick Fitzsimmons	Assistant Secretary
Jean-Pierre Henri	Assistant Secretary
Lawrence D. Damron	Treasurer
Robert A. Krause	Assistant Treasurer
Ivan Shandor	Assistant Treasurer
Charles W. Thurman	Assistant Treasurer
Brian P. Anderson	Controller

The business addresses of all officers and directors is listed on
of Exhibit B

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 TALLAHASSEE, FLORIDA

DIRECTORS

Lester B. Knight
Harry M. Jansen Kraemer, Jr.
Vernon R. Loucks Jr.

Baxter International Inc.
One Baxter Parkway
Deerfield, IL 60015

Harry M. Janson Kraemer, Jr.
Arthur F. Staubitz
John F. Galthier, Jr.
David C. McKee
Kathy B. White
A. Gerard Sieck
J. Patrick Fitzsimmons
Lawrence D. Damron
Robert A. Krause
Ivan Shandor
Charles W. Thurman
Brian P. Anderson

Baxter Healthcare Corporation
1425 Lake Cook Road
Deerfield, IL 60015

Timothy B. Anderson

Baxter Healthcare Corporation
HQ Renal Division
1620 Waukegan Road
Building R
McGaw Park, IL 60085

Donald W. Joseph

Baxter World Trade S.A.
Law Department Europe
Rue Colonel Bourg 105B
1140 Brussels, Belgium

Jean-Pierre Henri

Baxter World Trade Corporation
1200 South Pine Island Road
Suite 200
Plantation, FL 33324

Carlos del Salto

Baxter Healthcare Corporation
I.V. Systems Division
William B. Graham, Building 1
P. O. Box 490
Route 120 and Wilson Road
Round Lake, IL 60073

Roberto E. Perez

Baxter Limited
4, Rokubancho, Chiyoda-ku
Tokyo, 102, Japan

J. Robert Hurley

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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 "BAXTER WORLD TRADE CORPORATION" 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 NINETEENTH DAY OF JULY, 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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TALLAHASSEE, FLORIDA



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

0852679 8300

960210600

AUTHENTICATION:

8033518

DATE:

07-19-96