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[illegible]AMI[illegible] [illegible]132
TE[illegible]PHONE (305) 373-4644
TELEFAX (305) 373-5744

[illegible]emb[illegible], 19[illegible]

__Via Federal Express__
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800001951908
-09/19/96--01079--007
****131.25 ****131.25

Re: Integra Medical, Inc.
Application to do business in Florida under the name
Integra Medical Technologies

Dear Division of Corporations:

W96-19860

Enclosed please find the necessary documentation for Integra Medical, Inc. to do business in Florida under the name Integra Medical Technologies. This package includes the following:

1. A Form Transmittal letter
2. An Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Resolution of Directors of Integra Medical, Inc. to do business in Florida under the name Integra Medical Technologies.
4. An Original Certificate of Incorporation of Integra Medical, Inc. from the State of Delaware.
5. A $131.25 check which pays for the:
   a) $70.00 registration fee;
   b) 8.75 for a certificate of status; and
   c) 52.50 for a certified copy.

If you have any questions, please call the undersigned.

FILED
96 OCT -1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

Gregory A. Martin

Gregory A. Martin

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1996

GREGORY A. MARTIN & ASSOCIATES, P.A.
NEW WORLD TOWER, #601
100 N. BISCAYNE BLVD.
MIAMI, FL 33132

SUBJECT: INTEGRA MEDICAL, INC.
Ref. Number: W96000019860

We have received your document for INTEGRA MEDICAL, INC. and your check(s) totaling $131.25. However, the document has not been filed and is being retained in this office for the following:

The name you have chosen to adopt in Florida must include a corporate suffix.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 996A00043499

LAW OFFICES
GREGORY A. MARTIN
& ASSOCIATES, P.A.

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
TELEFAX (305) 373-5744

September 27, 1996

Via Federal Express
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Integra Medical, Inc.
Application to do business in Florida under the name
Integra Medical Technologies, Inc.**

Dear Division of Corporations:

This letter is response to your letter from September 20, 1996. Enclosed please find the necessary documentation for Integra Medical, Inc. to do business in Florida under the name Integra Medical Technologies, Inc. This package includes the following:

1. A Form Transmittal letter
2. An Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Resolution of Directors of Integra Medical, Inc. to do business in Florida under the name Integra Medical Technologies, Inc.
4. An Original Certificate of Existence in Good Standing for Integra Medical, Inc. from the State of Delaware.
5. A copy of the letter from Florida Department of State dated September 20, 1996.

If you have any questions, please call the undersigned.

Very truly yours,

for

Gregory A. Martin

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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. INTEGRA MEDICAL, 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. 59-3396156
(FEI number, if applicable)

4. JULY 22, 1996
(Date of Incorporation)

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

FILED
96 OCT -1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. JULY 22, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. c/o Gregory A. Martin
100 N. Biscayne Boulevard Suite 601
Miami, Florida 33132
(Current mailing address)

8. Marketing and Sales of Medical Products and Services
(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Gregory A. Martin

Office Address: 100 N. Biscayne Blvd., Suite 601

Miami, Florida, 33132
(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.

Gregory A. Martin
(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.

Sent by: NAVIGAN MGMT 5149372180 09/10/96 11:47AM ; Page 5/8

Received: 9/10/96 11:38PM ; NAVIGAN MGMT; ; #5

ID: SEP 10 '96 0:43 No.004 P.05

Chairman: Richard Carson

Address: 400 Kensington Avenue, Suite 106

Westmount, Quebec Canada H3Y 3A2

Vice Chairman: ______

Address: ______

Director: Richard Carson

Address: 400 Kensington Avenue, Suite 106

Westmount, Quebec Canada H3Y 3A2

Director: ______

Address: ______

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Richard Carson

Address: 400 Kensington Avenue, Suite 106

Westmount, Quebec Canada H3Y 3A2

Vice President: Bruce Pitcher

Address: 611 Druid Road, Suite 109

Clearwater, Florida 34616

Secretary: Stan Smith

Address: 555 Rene Levesque Blvd. West, Suite 1520

Montreal, Quebec Canada H2Z 1B1

Treasurer: Stan Smith

Address: 555 Rene Levesque Blvd. West, Suite 1520

Montreal, Quebec Canada H2Z 1B1

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96 OCT -1 AM 9: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Richard Carson - President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTEGRA MEDICAL, 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 1996.

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

FILED
96 OCT -1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8116963

DATE: 09-24-96

RESOLUTIONS OF THE DIRECTORS OF INTEGRA MEDICAL, INC.

PASSED ON: September 10, 1996

Re: Registration of Corporation to transact business in Florida.

BE IT RESOLVED:

1. For the purpose of legally conducting business in the State of Florida, Integra Medical, Inc., a Delaware corporation, will be doing business as (d/b/a) Integra Medical Technologies, INC.

CORPORATE SEAL

BE IT RESOLVED to approve the seal prepared for the Corporation, an imprint of which is reproduced below this paragraph

APPROVAL OF THE RESOLUTIONS

We, the undersigned being all the directors of the Corporation entitled to vote on the above resolutions at a meeting of the Board of Directors, hereby pass this resolution on August 20, 1996, and pursuant to Florida Statute §607.1506 sign them so that these resolutions shall be as valid as if they had been passed at a meeting of the Board of Directors.

Richard Carson

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FILED
96 OCT -1 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA