

# 2012 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F96000005402

Entity Name: MEDTRONIC XOMED, INC.

FILED  
Feb 15, 2012  
Secretary of State

## Current Principal Place of Business:

6743 SOUTHPOINT DRIVE NORTH  
JACKSONVILLE, FL 32216

## New Principal Place of Business:

## Current Mailing Address:

6743 SOUTHPOINT DRIVE NORTH  
JACKSONVILLE, FL 32216

## New Mailing Address:

FEI Number: 06-1393528

FEI Number Applied For ( )

FEI Number Not Applicable ( )

Certificate of Status Desired ( )

## Name and Address of Current Registered Agent:

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION, FL 33324 US

## Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent

Date

## OFFICERS AND DIRECTORS:

Title: VP  
Name: ELLIS, GARY L  
Address: 6743 SOUTHPOINT DRIVE NORTH  
City-St-Zip: JACKSONVILLE, FL 32216

Title: P  
Name: FLETCHER, MARK J  
Address: 6743 SOUTHPOINT DRIVE NORTH  
City-St-Zip: JACKSONVILLE, FL 32216

Title: V  
Name: PAUL, JACOB M  
Address: 6743 SOUTHPOINT DRIVE NORTH  
City-St-Zip: JACKSONVILLE, FL 32216

Title: V  
Name: FRIAS, JAIME A  
Address: 6743 SOUTHPOINT DRIVE NORTH  
City-St-Zip: JACKSONVILLE, FL 32216

Title: VP  
Name: FINDLAY, D. CAMERON  
Address: 6743 SOUTHPOINT DRIVE NORTH  
City-St-Zip: JACKSONVILLE, FL 32216

Title: VP  
Name: HOEKSTRA, DOUG A  
Address: 6743 SOUTHPOINT DRIVE NORTH  
City-St-Zip: JACKSONVILLE, FL 32216

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: MARK J FLETCHER

P

02/15/2012

Electronic Signature of Signing Officer or Director

Date

File-5402  
2/15/12

**WRITTEN ACTION OF BOARD OF DIRECTORS  
OF  
MEDTRONIC XOMED, INC.**

The undersigned, being all of the members of the Board of Directors of Medtronic Xomed, Inc., a Delaware corporation (the "Corporation"), acting pursuant to the provisions of the Delaware Statutes, Section 141(f) of the Delaware General Corporation Law and the Articles of Incorporation and Bylaws of the Corporation, hereby approve and adopt the following resolutions effective April 5, 2011:

**ELECTION OF OFFICERS**

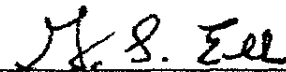
**RESOLVED**, that the following individuals are hereby elected to the offices set forth beside their names to serve until their successors are duly elected and qualified:


Mark J. Fletcher	President
D. Cameron Findlay	Vice President and Secretary
Gary L. Ellis	Vice President and Chief Financial Officer
Douglas A. Hoekstra	Vice President and Controller
Linda S. Harty	Vice President and Treasurer
Jaime A. Frías	Vice President
Jacob M. Paul	Vice President
Philip J. Albert	Vice President
Keyna P. Skeffington	Assistant Secretary

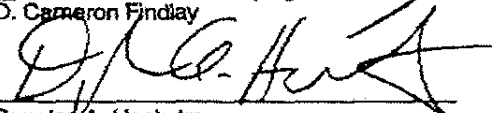
**RESOLVED FURTHER**, that each of the officers of the Corporation is hereby authorized to execute and deliver on behalf of the Corporation any and all agreements, instruments and documents necessary or desirable in connection with the business and affairs of the Corporation in each case as such officers shall determine.

**IN WITNESS WHEREOF**, the undersigned have executed this written consent of the Board of Directors as of the day and year first above written.

DIRECTORS:

  
\_\_\_\_\_  
Gary L. Ellis

  
\_\_\_\_\_  
D. Cameron Findlay

  
\_\_\_\_\_  
Douglas A. Hoekstra