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1201 HAYES STREET
TALLAHASSEE, FL 32301-6007
(904) 222-0100
(904) 222-0101 FAX

80-342-2-86



ACCOUNT NO. : 072100000032
REFERENCE : 127806 4332346
AUTHORIZATION : Patricia Payne
COST LIMIT : \$ 70.00

ORDER DATE : October 22, 1996
ORDER TIME : 9:36 AM
ORDER NO. : 127806-005
CUSTOMER NO: 4332346

100001984911--5

CUSTOMER: Amy Waters, Legal Assistant
Holland & Hart
555 17th Street
Suite 3200
Denver, CO 80202

FOREIGN FILINGS

NAME: UROQUEST MEDICAL CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 24 AM 11:02 OCT 24 AM 10:47
DIVISION OF CORPORATION
10/24

**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. UroQuest Medical 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 15, 1996 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 265 East 100 South, Suite 220
Salt Lake City, UT 84111-1616
(Current mailing address)
8. all legal purposes
(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: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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: Karen B. Rozar
(Registered agent's signature)
Karen B. Rozar, as its agent

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

A. DIRECTORS

Chair: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Eric B. Hale

Address: 265 East 100 South, Suite 220
Salt Lake City, UT 84111-1616

Director: Gregory S. Ayers

Address: 265 East 100 South, Suite 220
Salt Lake City, UT 84111-1616

B. OFFICERS

President: Eric B. Hale

Address: 265 East 100 South, Suite 220
Salt Lake City, UT 84111-1616

Vice President: _____

Address: _____

Secretary: Gregory S. Ayers

Address: 265 East 100 South, Suite 220
Salt Lake City, UT 84111-1616

Treasurer: _____

Address: _____

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

13.

Gregory S. Ayers
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

Gregory S. Ayers, Secretary
(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 "UROQUEST MEDICAL 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

B155245

10-22-96