



1201 HAYS STREET

TALLAHASSEE, FL 32301-2007

904-200-0000

904-200-0393 FAX

800-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 138135 4320097

AUTHORIZATION : *Patricia Pijut*

COST LIMIT : \$ 70.00

ORDER DATE : October 30, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 138135-010

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CUSTOMER NO: 4320097

CUSTOMER: Angela Amaru, Legal Assistant  
Latham & Watkins  
885 Third Avenue  
Suite 1000  
New York, NY 10022

FOREIGN FILINGS

NAME: BIOSENSE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

96 NOV -1 PM12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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RECEIVED  
96 NOV -1 PM 11:35  
DIVISION OF CORPORATION

**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. Biosenne, 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 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 9, 1993 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of this application  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 40 Ramland Road South, Suite 10  
Orangeburg, New York 10962-2617  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be  
organized in Delaware and qualified to do business in Florida.  
(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: \_\_\_\_\_

(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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NOV - 1 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attachment

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

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

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

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

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

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

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

B. OFFICERS

President: \_\_\_\_\_

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

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

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

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

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

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

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

14. VICTOR Z. COLONIA, VP FINANCE  
(Typed or printed name and capacity of person signing application)

**Biosense, Inc.  
Management**

**Directors:**

Lewis C. Pell - Chairman of the Board  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

Alfred J. Novak  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

David Ellis Acker  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

Yigal Erlich  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

Shlomo A. Ben-Haim  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

**Officers:**

Alfred J. Novak - President and Chief Executive Officer  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

Shlomo A. Ben-Haim - Chief Scientist  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

Victor R. Colunga - Vice President-Finance, Chief Financial Officer and Treasurer  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

David Ellis Acker - Executive Vice President-Operations and Secretary  
40 Ramland Road South  
Suite 10  
Orangeburg, NY 10962-2617

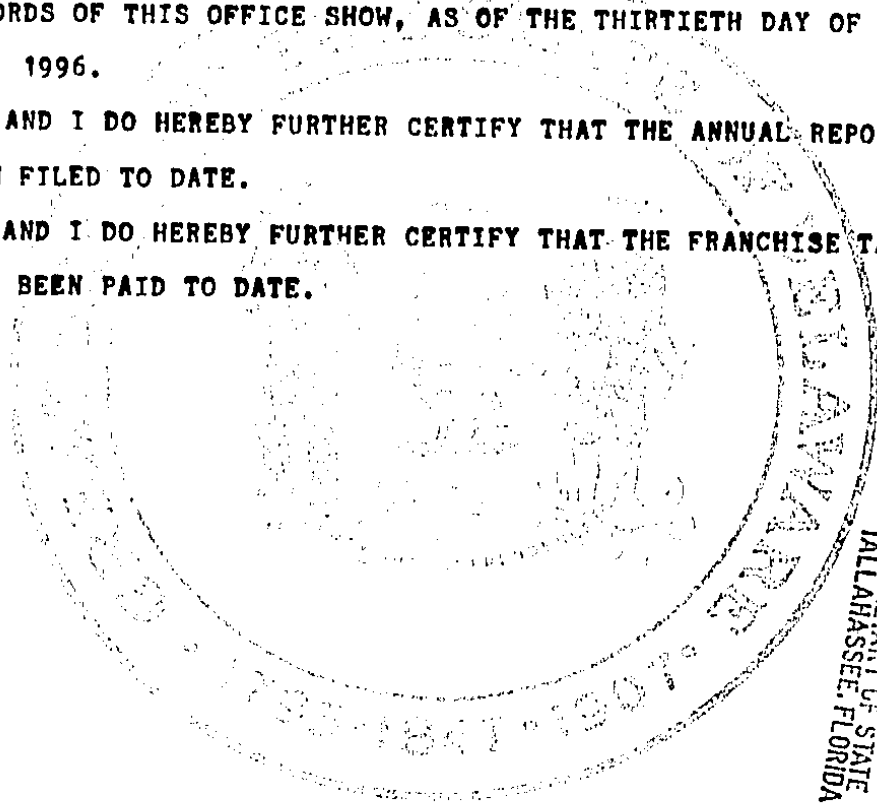
**FILED**  
96 NOV - 1 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIOSENSE, 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 THIRTIETH DAY OF OCTOBER, 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.



FILED  
96 NOV -1 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8170237

DATE: 10-30-96