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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Invacare Florida Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jerome E. Fox, Jr., Corporate Tax Director
(Name of Person)
Invacare Corporation
(Firm/Company)
One Invacare Way
(Address)
Elyria, Ohio 44035
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Jerome E. Fox, Jr. at (440) 329-6102
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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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. Inyacare Florida 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. 59-3446752
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 17, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2101 East Lake Mary Boulevard
Sanford, Florida 32773
(Current mailing address)

8. To consolidate the Florida therapeutic equipment manufacturing operations.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

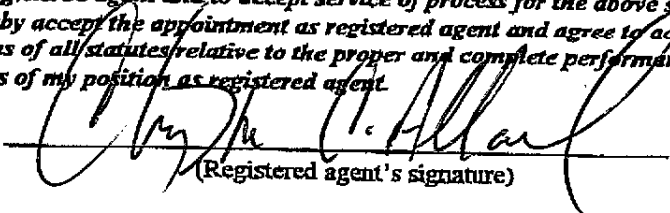
Name: Christopher Allard

Office Address: 2101 East Lake Mary Boulevard

Sanford, Florida, 32773
(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.


(Registered agent's signature)

1. 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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: A. Malachi Mixon, III

Address: One Invacare Way, Elyria, Ohio 44035

Vice Chairman: NA

Address:

Director: Gerald B. Blouch

Address: One Invacare Way

Elyria, Ohio 44035

Director: Thomas R. Miklich

Address: One Invacare Way

Elyria, Ohio 44035

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

President: Gerald B. Blouch

Address: One Invacare Way

Elyria, Ohio 44035

Vice President: Christopher Allard

Address: 2101 East Lake Mary Boulevard

Sanford, Florida 32773

Secretary & Treasurer: Thomas R. Miklich

Address: One Invacare Way

Elyria, Ohio 44035

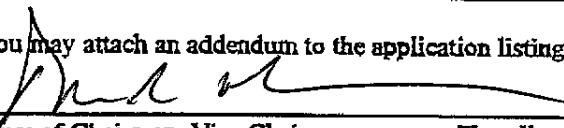
Chief Executive Officer: A. Malachi Mixon, III

Address: One Invacare Way

Elyria, Ohio 44035

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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. Thomas R. Miklich, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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 "INVACARE FLORIDA 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 TENTH DAY OF SEPTEMBER, A.D. 1997.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE: 8643628

09-10-97