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ACCOUNT NO. : 072100000032

REFERENCE : 666220 4324989

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 70.00

ORDER DATE.: January 12, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 666220-005

CUSTOMER NO: 4324989

CUSTOMER: Thomas W. Pascoe, Esq
Stradling, Yocca, Carlson &
660 Newport Center Drive
Ste. 1600
Newport Beach, CA 92660

FOREIGN FILINGS

NAME: MICRO THERAPEUTICS, 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: JEANINE GLISAR

RECEIVED
98 JAN 13 PM 2:13
FILED
98 JAN 13 PM 3:16
DIVISION OF STATE
CORPORATIONS
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MICRO THERAPEUTICS, INC.
(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:

Thomas W. Pascoe

(Name of Person)

Stradling Yocca Carlson & Rauth

(Firm/Company)

660 Newport Center Drive, Suite 1600

(Address)

Newport Beach, CA 92660

(City/State/Zip)

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

Thomas W. Pascoe
(Name of Person)

at (714) 725-4058
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

**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. MICRO THERAPEUTICS, 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. 33-0569235
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/31/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 02/01/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1062 Calle Negocio, #F, San Clemente, CA 92673
(Current mailing address)

8. Marketing of medical devices
(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)**

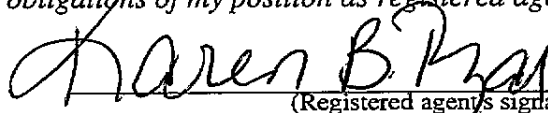
Name: Corporation Service Company

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.

 **Karen B. Rozar, As. Its Agent**
(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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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: See attached Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached Addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Bruce Feuchter, Secretary
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO APPLICATION BY FOREIGN CORPORATION
TO TRANSACT BUSINESS IN FLORIDA
OF
MICRO THERAPEUTICS, INC.

List of Directors and Officers

Directors

Name	Address
George Wallace	1062 Calle Negocio, #F, San Clemente, CA 92673
H. DuBose Montgomery	1062 Calle Negocio, #F, San Clemente, CA 92673
Dick Allen	1062 Calle Negocio, #F, San Clemente, CA 92673
Wende Hutton	1062 Calle Negocio, #F, San Clemente, CA 92673
Kim Blickenstaff	1062 Calle Negocio, #F, San Clemente, CA 92673

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Officers

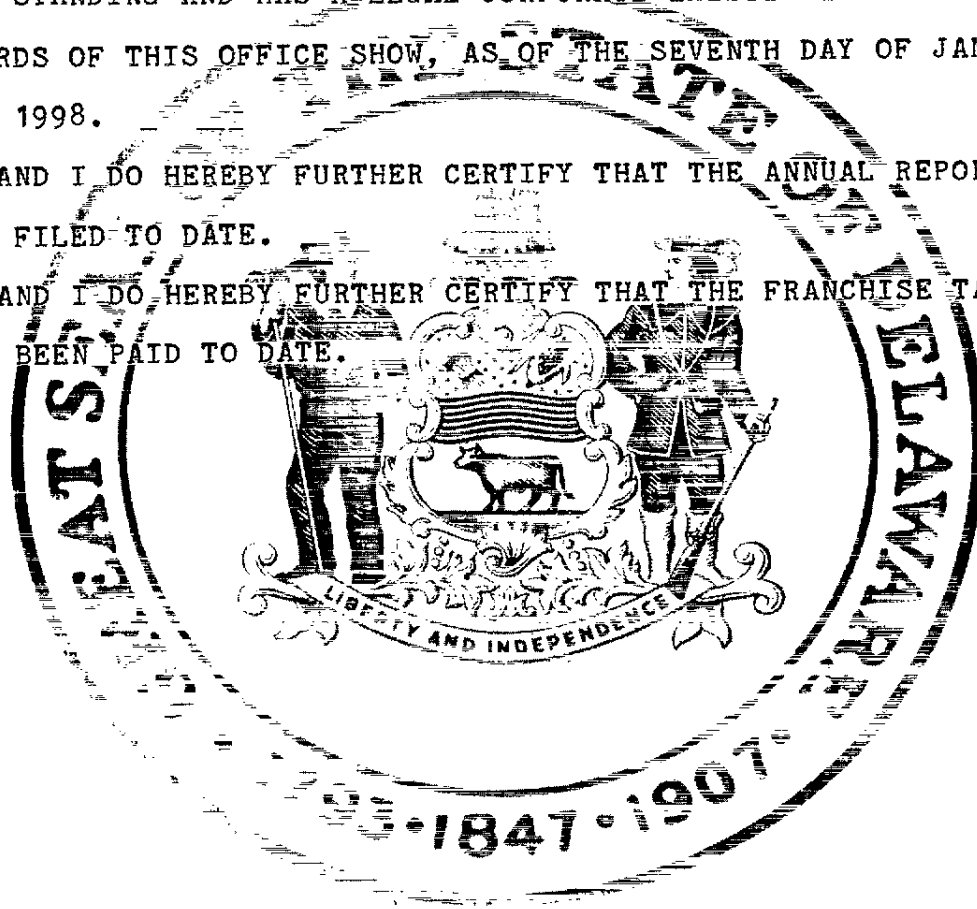
Name	Title	Address
George Wallace	Chief Executive Officer	1062 Calle Negocio, #F, San Clemente, CA 92673
Harold A. Hurwitz	Chief Financial Officer	1062 Calle Negocio, #F, San Clemente, CA 92673
William Gearhart	Executive Vice President - Sales and Marketing	1062 Calle Negocio, #F, San Clemente, CA 92673
William M. McLain	Vice President - Operations	1062 Calle Negocio, #F, San Clemente, CA 92673
John L. Gehrich, Ph.D.	Vice President - Regulatory and Clinical Affairs	1062 Calle Negocio, #F, San Clemente, CA 92673
Bruce Feuchter	Secretary	660 Newport Center Drive, Suite 1600 Newport Beach, CA 92660

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MICRO THERAPEUTICS, 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 SEVENTH DAY OF JANUARY, A.D. 1998.

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.



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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8853594

DATE: 01-07-98