

F 98000000261



ACCOUNT NO. : 072100000032
REFERENCE : 669930 4372680

AUTHORIZATION :
COST LINE *Patricia T. Smith* 75

ORDER DATE : January 15, 1998
ORDER TIME : 10:16 AM
ORDER NO. : 669930-005
CUSTOMER NO: 4372680

CUSTOMER: Scott H. Chun, Legal Assistant
Drinker Biddle & Reath
Philadelphia Nat'l Bank Bldg
1345 Chestnut Street
Philadelphia, PA 19107-3496

FOREIGN FILINGS

NAME: CT ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Daniel W Leggett

W
1/15
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:57

RECEIVED
98 JAN 15 AM 11:36
DIVISION OF CORPORATION

F98-261

CT ACQUISITION CORP.
(a Delaware corporation)

Unanimous Written Consent of Directors

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all of the directors of CT Acquisition Corp., a Delaware corporation (the "Company"), hereby consent and agree that the following resolutions are hereby adopted as the resolutions of the Board of Directors of the Company:

RESOLVED, that the alternate name that the Company will use to transact business in the State of Florida is,

"CTI Acquisition Corp."

FURTHER RESOLVED, that the appropriate officers of the Company are hereby each severally authorized in the name of and on behalf of the Company to perform any and all acts as may be necessary or desirable to execute, file and deliver all instruments and other documents contemplated by the foregoing resolutions and to take any and all further action which such officers may deem necessary or desirable to effectuate any action authorized by these resolutions and otherwise to carry out the purposes and intent of the foregoing resolutions; and the execution by any such officer of any such documents or the performance by any such officer of any such act in connection with the foregoing matters shall conclusively establish his authority therefor from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken.

[Remainder of this page intentionally left blank.]

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:57

All signatures need not appear on same copy of this instrument.

Date: January 14, 1998


Michael Garippa

Bradley M. Gershenson

The foregoing Unanimous Written Consent of Directors was executed pursuant to Section 141(f) of the Delaware General Corporation law and filed with the Secretary of the Company on the ____ day of January, 1998.

Bradley M. Gershenson,
Secretary

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DIVISION OF CORPORATIONS
98 JAN 15 PM 1:57

JAN-14-1998 15:48

HEALTHUNITS

773 235 2062 P.03

FROM DELAWARE DIVISION 210 300 6101

(REV) 1. 14 98 14:00/SL 14:04/NO 9200505550 P 3

All signatures need not appear on same copy of this instrument.

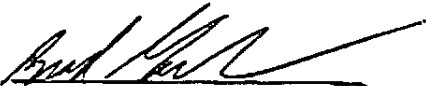
Date: January 14, 1998

Michael Garippa



Bradley M. Gershenson

The foregoing Unanimous Written Consent of Directors was executed pursuant to Section 141(f) of the Delaware General Corporation law and filed with the Secretary of the Company on the 14th day of January, 1998.



Bradley M. Gershenson,
Secretary

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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. CT Acquisition Corp.

(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

(State or country under the law of which it is incorporated)

3. 36-4140406

(FEI number, if applicable)

4. February 27, 1997

(Date of Incorporation)

5. Perpetual

(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. 1735 North Ashland Avenue, Chicago, IL 60622

(Current mailing address)

8. Provision of wound care.

(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.

Corporation Service Company

By: [Signature]

(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.

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: _____

Address: _____

SEE ATTACHMENT

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

SEE ATTACHMENT

Vice President: _____

Address: _____

Secretary: _____

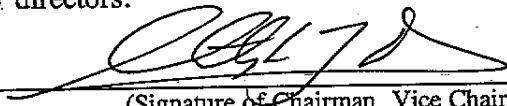
Address: _____

Treasurer: _____

Address: _____

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98 JAN 15 PM 1:58

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. Christopher J. Debbas, Executive Vice President
(Typed or printed name and capacity of person signing application)

Attachment

CT ACQUISITION CORP.

Directors

Bradley M. Gershenson
1735 N. Ashland Avenue
Chicago, IL 60622

Michael P. Garippa
191 N. Wyoming Avenue
South Orange, NJ 07079

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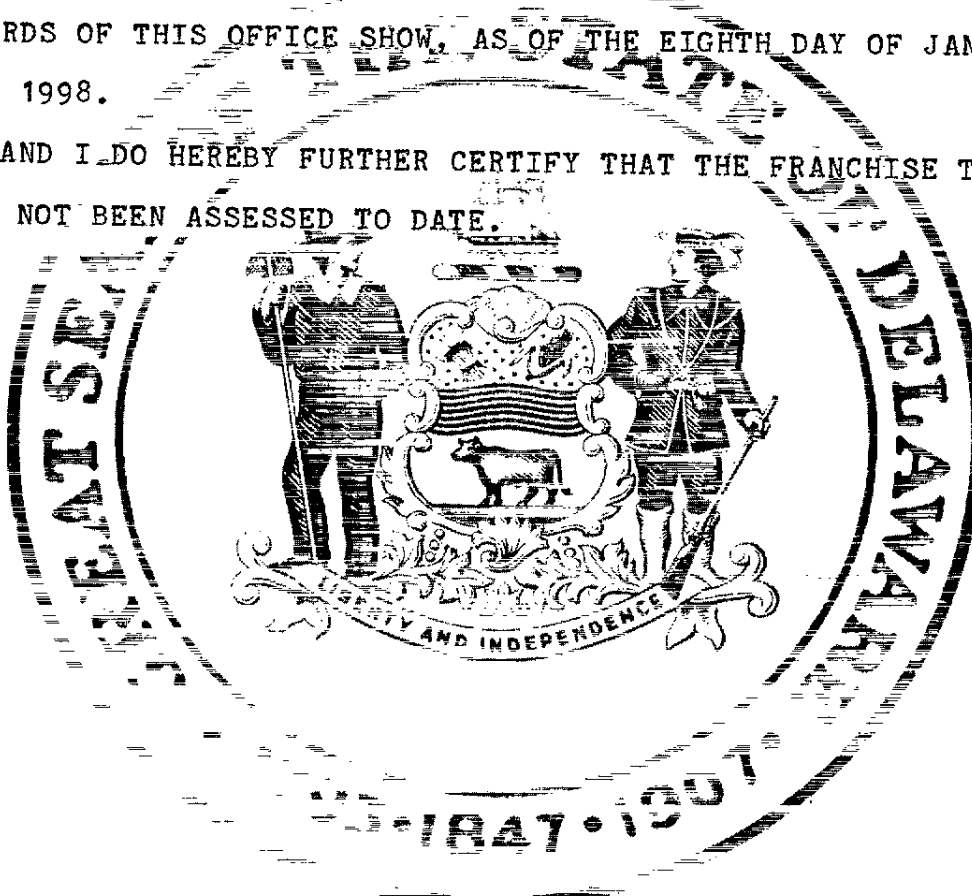
Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Bradley M. Gershenson	President & Secretary	1735 N. Ashland Avenue Chicago, IL 60622
Michael P. Garippa	Executive Vice President	191 N. Wyoming Avenue South Orange, NJ 07079
Christopher J. Debbas	Executive Vice President & Assistant Secretary	213 Lafayette Lane Wayne, PA 19087

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CT ACQUISITION CORP." 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 EIGHTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:58



Edward J. Freel

Edward J. Freel, Secretary of State

2723064 8300

981008192

AUTHENTICATION: 8855026

DATE: 01-08-98