

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002436378--2

-02/20/98--01065--002

*****70.00 *****70.00

Cardiodynamics International Corporation

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

CR2E031 (1-89)

98 FEB 20 PM 2:22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtm
2/20

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

FEB 20 1998

RECEIVED
98 FEB 20 PM 12:11
DIVISION OF CORPORATIONS

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. Cardiodynamics International 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. California
(State or country under the law of which it is incorporated)
3. 95-3533362
(FEI number, if applicable)
4. June 9, 1980
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing by the Department of State
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 6175 Nancy Ridge Drive, Suite 300, San Diego, California 92121
(Current mailing address)
8. Medical Device Manufacturer
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

M. T. Fitzpatrick, Asst. Secretary
(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:22

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

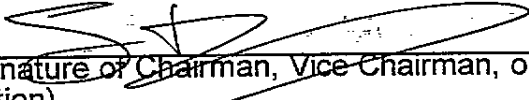
Address: _____

FILED
SECRETARY OF STATE
CORPORATIONS
98 FEB 20 PM 2:22

Treasurer: _____

Address: _____

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. Stephen Loomis VP/CFO _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:22

Application for Certificate of Authority

DIRECTORS OF
CARDIODYNAMICS INTERNATIONAL CORPORATIONS

William Cordeiro
5755 Kanan Dume Road
Malibu, CA 90265

Steve Dechant
6001 Clubhouse Drive
Rancho Santa Fe, CA 92067

Nicholas Diaco
1301 20th Stree, Suite 400
Santa Monica, CA 90404

James C. Gilstrap
5067 Shore Drive
Carlsbad, CA 92008

Roger S. Kolasinski
13901 Willard Road
Chantilly, VA 22022

Richard Otto
6155 Cornerstone Court East, Suite 125
San Diego, CA 92121

Michael D. Padilla
2550 Fifth Avenue, Suite 1100
San Diego, CA 92103

Allen E. Paulson
6001 Clubhouse Drive
Rancho Santa Fe, CA 92067

Barry M. Zwick
925 De La Vina Street, Suite 102
Santa Barbara, CA 93101

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:22

Application for Certificate of Authority

OFFICERS OF
CARDIODYNAMICS INTERNATIONAL CORPORATIONS

James C. Gilstrap
5067 Shore Drive
Carlsbad, CA 92008

Co-Chairman

Allen E. Paulson
6001 Clubhouse Drive
Rancho Santa Fe, CA 92067

Co-Chairman

Richard Otto
6155 Cornerstone Court East, Suite 125
San Diego, CA 92121

Chief Executive Officer and President

Rhonda Pederson
6155 Cornerstone Court East, Suite 125
San Diego, CA 92121

Chief Operating Officer and Assistant
Secretary

Markus Osyka
6155 Cornerstone Court East, Suite 125
San Diego, CA 92121

Vice President, Engineering

Stephen P. Loomis
6155 Cornerstone Court East, Suite 125
San Diego, CA 92121

Vice President, Finance

Steve Dechant
6001 Clubhouse Drive
Rancho Santa Fe, CA 92067

Chief Financial Officer and Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2:22

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 9TH day of JUNE, 19 80,

CARDIODYNAMICS INTERNATIONAL CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 2 22

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

18TH OF FEBRUARY, 1998



Bill Jones

Secretary of State