

TRANSMITTAL LETTER

F980000001099

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Somanetics 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:

200002432052--3
-02/16/98-01127--001
*****70.00 *****70.00

~~Julie Thompson~~ BILL IACONA

(Name of Person)

Somanetics Corporation

(Firm/Company)

1653 E. Maple Rd.

(Address)

Troy, MI 48083

(City/State/Zip)

2/18/98
P.571

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

~~Julie Thompson~~ BILL IACONA

(Name of Person)

at (248) (313) 689-3050

(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

2/24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 PM 12:08



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 17, 1998

BILL IACONA
SOMANETICS CORPORATION
1653 E. MAPLE RD
TROY, MI 48083

SUBJECT: SOMANETICS CORPORATION
Ref. Number: W98000003472

We have received your document for SOMANETICS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An officer/director of CT Corporation System must sign section 10 accepting designation of registered agent as opposed to Raymond Gunn.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2315.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 198A00008915

SOMANETICS®

Window to the Brain™

Somanetics Corporation
1653 East Maple Road
Troy, MI 48063-4208
(248) 689-3050
Fax: (248) 689-4272

AFFIDAVIT

(2/23/98)

Mr. Hart Collins,

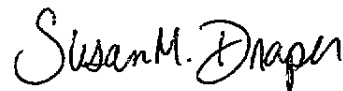
This letter is intended to amend the application filed by Somanetics Corporation with the Florida Department of State. The application as originally submitted (reference number W98000003472) contained erroneous information with respect to the date with which Somanetics Corporation began transacting business within the state of Florida. The date of 12/2/96, as represented on the original application, relates to the date of hire of a Somanetics Corporation area sales representative who resides in Florida and is responsible for an area within the Southeastern United States, not limited to the state of Florida. Pursuant to Florida state statute section 607.1501, Somanetics has not transacted business within the state of Florida prior to submitting the aforementioned application.

Sincerely,



William M. Iacona
Corporate Controller

*Subscribed and sworn to me
this 23rd day of February, 1998.*



SUSAN M. DRAPER
Notary Public, Macomb County, MI
My Commission Expires Apr. 4, 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 PM 12:09

**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. Somanetics 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. Michigan

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

3. 38-2394784

(FEI number, if applicable)

4. 1/15/82

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 12/2/96

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1653 E. Maple Rd.

Troy, MI 48083

(Current mailing address)

8. Medical Monitoring & Diagnostic Equipment Sales

(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: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND RD.

PLANTATION

, Florida, 33324

(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)

MICHAEL R. DALIDA - ASST. SEC.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 FEB 26 PM 12:08

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: H. RAYMOND WALLACE

Address: 1653 E. MAPLE RD.

TROY, MI 48083

Vice Chairman: _____

Address: _____

Director: DANIEL FOLLIS

BRUCE J. BARRETT

Address: 1653 E. MAPLE RD.

1653 E. MAPLE RD.

TROY, MI 48083

TROY, MI 48083

Director: DR. JAMES AUSMAN

Address: 1653 E. MAPLE RD.

TROY, MI 48083

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

President: Bruce J. Barrett

Address: 453 Baldwin

Birmingham, MI 48009

Vice President: Raymond W. Gunn

Address: 44392 Bayview #47212

Clinton Twp, MI 48038

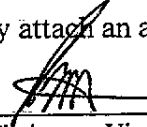
Secretary: SAME AS #2

Address: _____

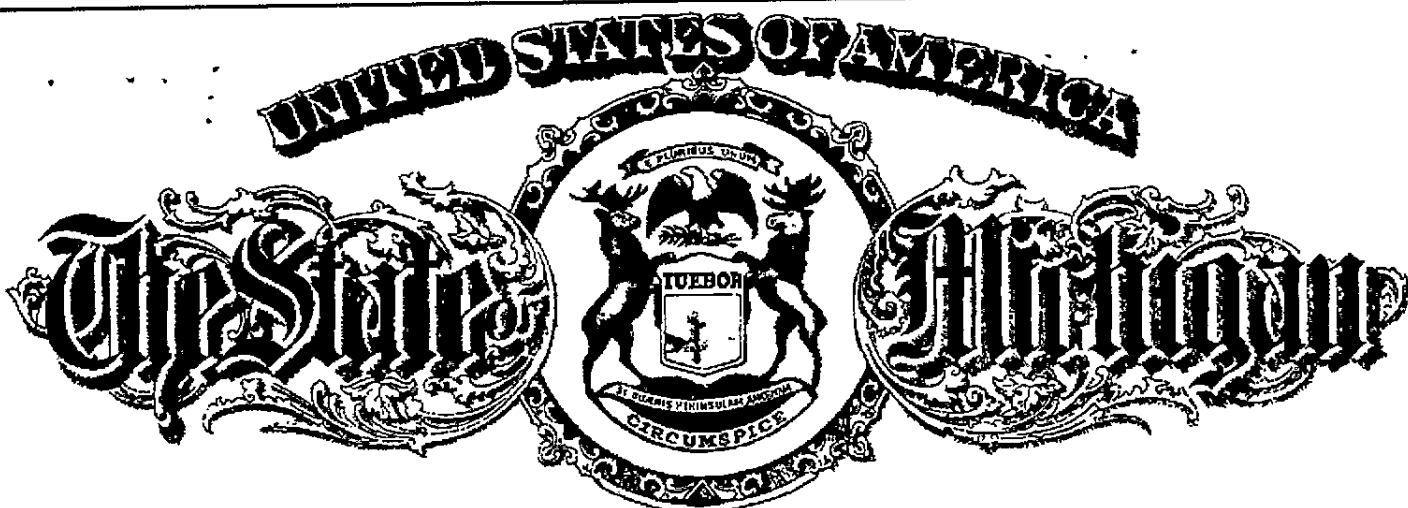
Treasurer: SAME AS #2

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. Raymond W Gunn - ONT CEO
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

SOMANETICS CORPORATION

was validly incorporated on January 15, 1982, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
JAN 26 PM 12:08

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 16th day of January, 1998.

Julie Croll

, Director

173 0349073

Corporation, Securities and Land Development Bureau