



THE UNITED STATES
CORPORATION
COMPANY

F98000002629

ACCOUNT NO. : 072100000032

REFERENCE : 803365 4340059

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : May 1, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 803365-005

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
Kelley Drye & Warren, LLP
2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

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FOREIGN FILINGS

NAME: A.S.I.C., LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

File 1st
Thanks
905/8
98 MAY -8 PM 1:42
98 MAY -8 AM 11:11
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DIVISION OF CORPORATIONS
RECEIVED
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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. A.S.I.C., LTD. 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. New Jersey 3. 22-3485274
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/03/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 465 North Franklin Turnpike, Suite 2
Ramsey, New Jersey 07446
(Current mailing address)
Servicing and maintenance of medical equipment, instruments and parts and selling and distributing related components and systems in connection with such servicing.
8. (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: Eric Shelby, as 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Philip Podmore

Address: 465 North Franklin Turnpike, Suite 2

Ramsey, New Jersey 07446

Director: _____

Address: _____

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

President: Philip Podmore

Address: 465 North Franklin Turnpike, Suite 2

Ramsey, New Jersey 07446

Vice President: Martin Shapiro

Address: 465 North Franklin Turnpike, Suite 2

Ramsey, New Jersey 07446

Secretary: Philip Podmore

Address: 465 North Franklin Turnpike, Suite 2

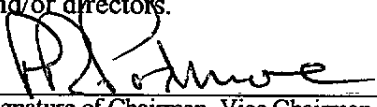
Ramsey, New Jersey 07446

Treasurer: Philip Podmore

Address: 465 North Franklin Turnpike, Suite 2

Ramsey, New Jersey 07446

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. Philip Podmore, President, Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

A.S.I.C., LTD.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on December 3, 1996.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Phillip Podmore
481 Sylvan Street
Saddle Brook, NJ 07663*

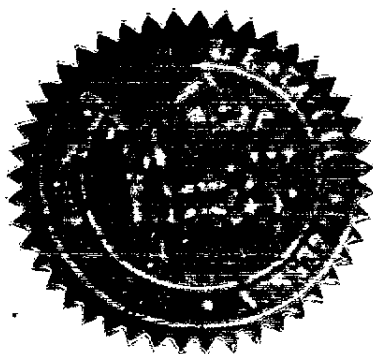
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DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

A.S.I.C., LTD.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
4th day of May, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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