

F98000002771

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Perclose, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

800002486188--4
-04/13/98--01034--007
*****70.00 *****70.00

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:

Vicki Rosenthal 800002486188--4
(Name of Person) -05/15/98--01028--001
***1150.00 ***1150.00
Perclose, Inc
(Firm/Company)
199 Jefferson Drive
(Address)
Menlo Park, Ca 94025
(City/State/Zip)

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

W98-8235

Vicki Rosenthal at (650) 473-3100
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

5/15/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 15 AM 10:21

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

98 MAY 15 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 1998

VICKI ROSENTHAL
PERCLOSE, INC.
199 JEFFERSON DRIVE
MENLO PARK, CA 94025

SUBJECT: PERCLOSE, INC.
Ref. Number: W98000008235

We have received your document for PERCLOSE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

I am returning the certified copy of the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State within the last 90 days. please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

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 \$1150.00.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 198A00019648



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 1998

Ms. Agnes Lunt
Florida Dept of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Lunt,

I am enclosing a check for \$1,150.00 as well as what I believe to be an original certificate of existence. I hope that our request for a certificate of authority can now be processed. If you have further questions I can be reached at (650) 833-3255.

Sincerely,

Vicki Rosenthal
Controller

I am enclosing a check for \$1,150.00 as well as what I believe to be an original certificate of existence. I hope that our request for a certificate of authority can now be processed. If you have further questions I can be reached at (650) 833-3255.

**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. Perclose, 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. 943154669
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11/17/95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. First sale to Florida hospital July 1997 (note: all sales in Florida are to tax exempt hospitals)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 199 Jefferson Drive
Mesa Park, Ca 94025
(Current mailing address)
8. Sell medical devices to hospitals
(Purpose(s) of corporation authorized in home state or country to be carried out in 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 Road
Plantation, Florida, 33324
(Zip code)

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TALLAHASSEE, FLORIDA

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.

George C. Romero
Assistant Vice President

George C. Romero
(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) SEE attached disc

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

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.

X 13. _____

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

14. Ken Ludlum VP Finance

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

Names and addresses of Perclose directors:

John B. Simpson, Ph.D., M.D. Chairman of the Board
Henry A. Plain, Jr.
Vaughn D. Bryson
Michael L. Eagle
Serge Lashuka
James. W. Vetter, M.D.
Mark A. Wan

For all of the above directors please send all correspondence to:

Perclose, Inc.
199 Jefferson Drive
Menlo Park, Ca 94025

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TALLAHASSEE, FLORIDA

#10 Names and addresses of Perclose Officers:

Henry A. Plain, Jr.	President & CEO
Coy Blevins	Vice President, U.S. Sales
Randolph Campbell	Vice President, Operations
Kenneth E. Ludlum	Vice president, Finance & Administration, CFO
John G. McCutcheon	Vice President, Marketing
Ronald W. Songer	Vice President, Product Development
J. Casey McGlynn	Secretary

For all of the above officers please send all correspondence to:

Perclose, Inc.
199 Jefferson Drive
Menlo Park, Ca 94025

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PERCLOSE, 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 TWENTY-THIRD DAY OF APRIL, A.D. 1998.

FILED
98 MAY 15 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2539016 8300

981152744

AUTHENTICATION: 9041606

DATE: 04-23-98