

Document Number Only

F980000003034

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002539180--6

-05/28/98--01065--007

*****8.75 *****8.75

000002539180--6

-05/28/98--01065--008

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 3:45

Urotherapies, Inc.

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

5/28

☒ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☐ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☒ Call if Problem

☐ After 4:30

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☐ Will Wait

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CR2E031 (1-89)

**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. UroTherapies, 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

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

3. 33-0737682

(FEI number, if applicable)

4. June 7, 1996

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

7. One Lincoln Centre, Suite 1095
Oakbrook Terrace IL 60181

(Current mailing address)

8. To engage in any lawful act or activity

(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

Anne E. Diamond

(Registered agent's signature) (Officer)

Anne E. Diamond, Asst Secy

(Type Name and Title of Officer)

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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

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

UROTHERAPIES, INC.
E. I. N. 33-0737682
DIRECTORS AND OFFICERS

Name and Address

Position

Michael D. Klein
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

President and Chief Executive Officer, Director

Robert Bukala
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Senior Vice President and Chief Financial Officer

Olav B. Bergheim
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Chairman of the Board, Director

Eve Kurtin
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Director

Paul DeRidder, M.D.
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Director

Brian H. Dovey
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Director

Ralph C. Sabin
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Director

Richard S. Schneider
UroTherapies, Inc.
One Lincoln Centre, Suite 1095
Oakbrook, Illinois 60181

Director

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael D. Klein
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael D. Klein, President
(Typed or printed name and capacity of person signing application)

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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 "UROTHERAPIES, 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-SEVENTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2631690 8300

981202591

AUTHENTICATION:

9103677

DATE:

05-27-98