

**CORPORATE
ACCESS,
INC.**

F98000004717

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 8/18/98 AB@1:00

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☒ FILING

Foreign Qual

1.) Cytometry Association, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

800002618798-1
-08/18/98-01045-002
*****70.00 *****70.00

FILED RECEIVED
98 AUG 18 PM 1:28 AUG 18 AM 11:14
SECRETARY OF CORPORATION
TALLAHASSEE, FLORIDA

8/15/98

"When you need ACCESS to the world"

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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. Cytometry Associates, 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. Tennessee 3. 62-1371339
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/1/88 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Anticipated August 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 201 Summit View Drive
Brentwood, TN 37027
(Current mailing address)

8. To operate a laboratory
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
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.

NRAI Services, Inc.
By: Charles A. Coyle
(Registered agent's signature)
Charles A. Coyle - Assistant Secretary

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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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Charles L. Defesche
Address: 98 San Jacinto Blvd., #540
Austin, TX 78701
Vice Chairman: Darryl G. Behrman
Address: Behrman Capital, 126 East 56th Street
New York, NY 10022
Director: Dennis Grimaud
Address: 201 Summit View Dr., Suite 100
Brentwood, TN 37027
Director: Grant G. Behrman
Address: Behrman Capital, 126 East 56th Street
New York, NY 10022

B. OFFICERS

President: Dennis Grimaud
Address: 201 Summit View Dr., Suite 100
Brentwood, TN 37027
Vice President: Mark Visser
Address: Behrman Capital, 126 East 56th Street
New York, NY 10022
Secretary: Darlene R. Baerger
Address: Behrman Capital, 126 East 56th Street
New York, NY 10022
Treasurer: Mark Visser
Address: Behrman Capital, 126 East 56th Street
New York, NY 10022

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

13.

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

14.

DENNIS GRIMAUD

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

Additional Officer

Chairman: Charles L. Defesche
Address: 98 San Jacinto Blvd. #540

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TALLAHASSEE, FLORIDA

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/12/1998
REQUEST NUMBER: 98224076
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 09/01/1988
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0206900
JURISDICTION: TENNESSEE

TO:
HARWELL HOWARD HYNE GABBERT & MANNER
315 DEADERICK ST
1800 1ST AMERICN CTR
NASHVILLE, TN 37238-1800

REQUESTED BY:
HARWELL HOWARD HYNE GABBERT & MANNER
315 DEADERICK ST
1800 1ST AMERICN CTR
NASHVILLE, TN 37238-1800

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"CYTOMETRY ASSOCIATES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/12/98

FROM:
HARWELL HOWARD HYNE GABBERT & MANNER
BX 2960 315 DEADRICK
1800 1ST AMER CTR
NASHVILLE, TN 37238-1800

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002350335
ACCOUNT NUMBER: 00000511

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

