

CSC **THE UNITED STATES CORPORATION COMPANY**
E98000006683

ACCOUNT NO. : 072100000032

REFERENCE : 050457 4805411

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1998

ORDER TIME : 3:53 PM

ORDER NO. : 050457-005

CUSTOMER NO: 4805411

CUSTOMER: Ben Kornfeind, Legal Asst
Reboul Macmurray Hewitt
45 Rockefeller Plaza
Suite 912
New York, NY 10111

600002706706--9

FOREIGN FILINGS

NAME: CYTOMETRY ASSOCIATES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
12/9
98 DEC -8 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

File 2nd

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

4. November 20, 1998
(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 817.155, F.S.))
7. c/o Dennis L. Grimaud, Suite 100, 201 Summit View Road
Brentwood, TN 37027
(Current mailing address)

8. To own and operate clinical laboratories for research and development the biological sciences. To engage in any act or activity for which corporations may be organized.
(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: Carol K. Dole

(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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.

Charles L. Defesche, M.D.
Chairman

13. ☒

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

14. ☐

Charles L. Defesche, M.D.

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

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TALLAHASSEE FLORIDA

OFFICERS/DIRECTORS RIDER

FI-Application by Foreign Corporation for Authorization

Cytometry Associates, Inc.

List of Officers

Name: Charles L. Defesche, M.D., FCP **Title:** Chairman
Bus. Addr.: 98 San Jacinto Blvd. Suite 540, Austin, TX 78701

Name: Dennis L. Grimaud **Title:** President & CEO
Bus. Addr.: 201 Summit View Rd., Suite 100, Brentwood, TN 37027

Name: Gregory T. Stelzer, Ph.D. **Title:** Secretary & Treasurer
Bus. Addr.: 201 Summit View Rd., Suite 100, Brentwood, TN 37027

Name: Steven E. Stigge **Title:** Vice President
Bus. Addr.: 201 Summit View Rd., Suite 100, Brentwood, TN 37027

Name: Keith E. Shults **Title:** Vice President
Bus. Addr.: 201 Summit View Rd., Suite 100, Brentwood, TN 37027

Name: Joseph Pellegrino **Title:** Vice President & CFO
Bus. Addr.: 201 Summit View Rd., Suite 100, Brentwood, TN 37027

Name: Mark P. Visser **Title:** Asst. Treasurer
Bus. Addr.: 201 Summit View Rd., Suite 100, Brentwood, TN 37027

List of Directors

Name: Darryl G. Behrman **Term:** Nov 20, 1999
Bus. Addr.: 126 East 56th Street, New York, NY 10022

Name: Grant G. Behrman **Term:** Nov 20, 1999
Bus. Addr.: 126 East 56th Street, New York, NY 10022

Name: Charles L. Defesche, M.D. **Term:** Nov 20, 1999
Bus. Addr.: 98 San Jacinto Blvd., Ste. 350, Austin, TX 78701

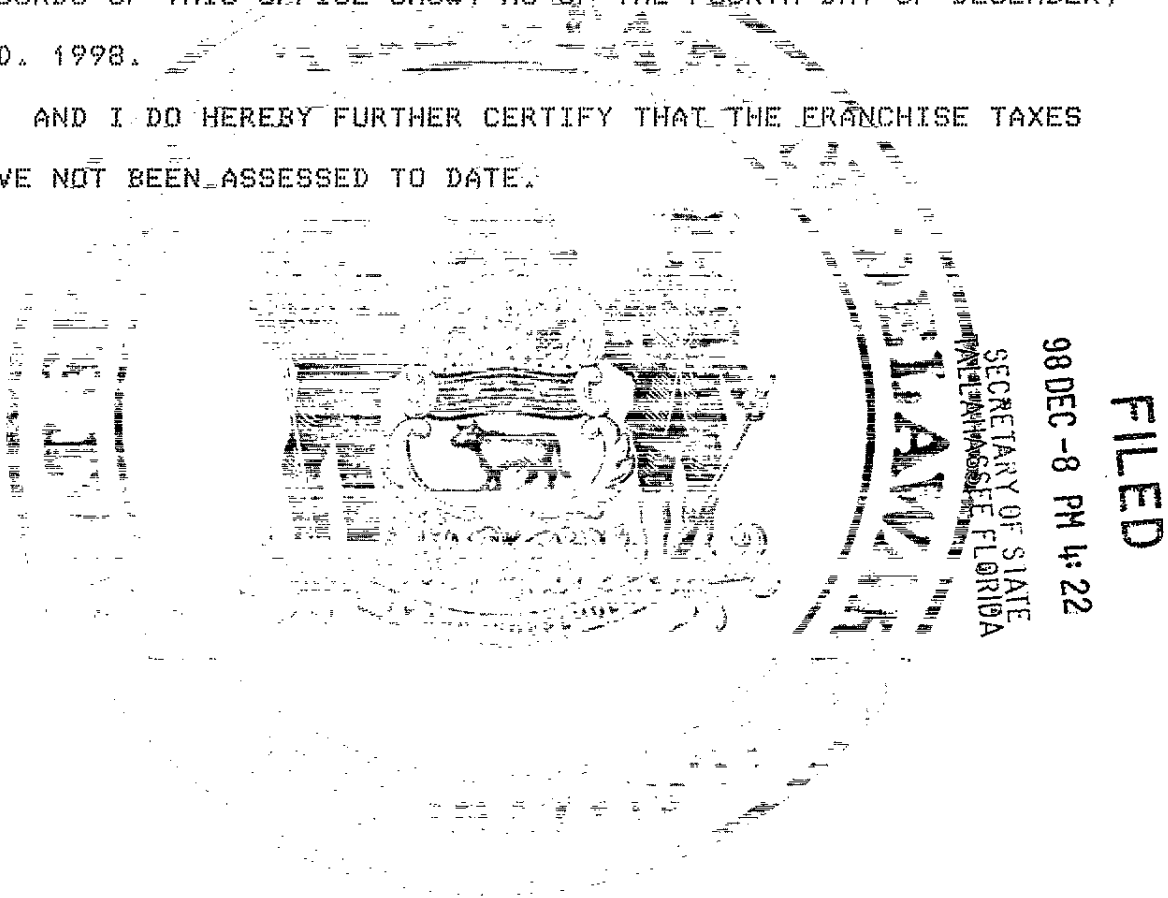
Name: Dennis L. Grimaud **Term:** Nov 20, 1999
Bus. Addr.: 201 Summit View Road, Ste. 100, Brentwood, TN 37027

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYTOMETRY ASSOCIATES, 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 FOURTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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FILED

SECRETARY OF STATE
 DEPARTMENT OF REVENUE
 100 N. MARKET STREET, 12TH FLOOR
 WILMINGTON, DELAWARE 19801



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Edward J. Freel

Edward J. Freel, Secretary of State

9439559

AUTHENTICATION:

12-04-98

DATE: