

E980000006781



ACCOUNT NO. : 072100000032
 REFERENCE : 062632 4804310
 AUTHORIZATION :
 COST LIMIT : \$ 70.00

Patricia Pruitt

ORDER DATE : December 11, 1998
 ORDER TIME : 10:15 AM
 ORDER NO. : 062632-005
 CUSTOMER NO: 4804310

400002711414-5

CUSTOMER: Alex Lopez, Legal Asst
 Walter Conston Alexander &
 90 Park Avenue
 14th Floor
 New York, NY 10016

wag-27922

FOREIGN FILINGS

NAME: RICHARD WOLF MEDICAL
 INSTRUMENTS CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 98 DEC 14 PM 4:05

FILED

2/2/99

RECEIVED
 98 DEC 14 PM 11:29
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

CSC
ROBERT MAXWELL

RESUBMIT

Please give original
submission date as file date

SUBJECT: RICHARD WOLF MEDICAL INSTRUMENTS CORP.
Ref. Number: W98000027922

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 198A00058853

1998 DEC 14 PM 3:53
DIVISION OF CORPORATIONS

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. RICHARD WOLF MEDICAL INSTRUMENTS 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. Delaware = 3. 36-2732789
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 17, 1972 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 353 Corporate Woods Parkway
Vernon Hills, Illinois 84111
(Current mailing address)

8. To carry on the business of selling, distributing, and generally dealing in medical and scientific instruments.
(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: 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. DeLo
(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)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

~~Chairman~~ **Chairman:** Ingebord Burkhard

Address: c/o Richard Wolf GmbH, Postfach 40, D-7134, Germany

~~Vice Chairman~~ **Vice Chairman:** Jack Richter

Address: 353 Corporate Woods Parkway

Vernon Hills, Illinois 84111

Director: Henry S. Conston

Address: 90 Park Avenue

New York, New York 10016

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: Ingebord Burkhard

Address: c/o Richard Wolf GmbH, Postfach 40, D-7134, Germany

Vice President: _____

Address: _____

Secretary: Henry S. Conston

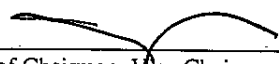
Address: 90 Park Avenue

New York, New York 10016

Treasurer: _____

Address: _____

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)

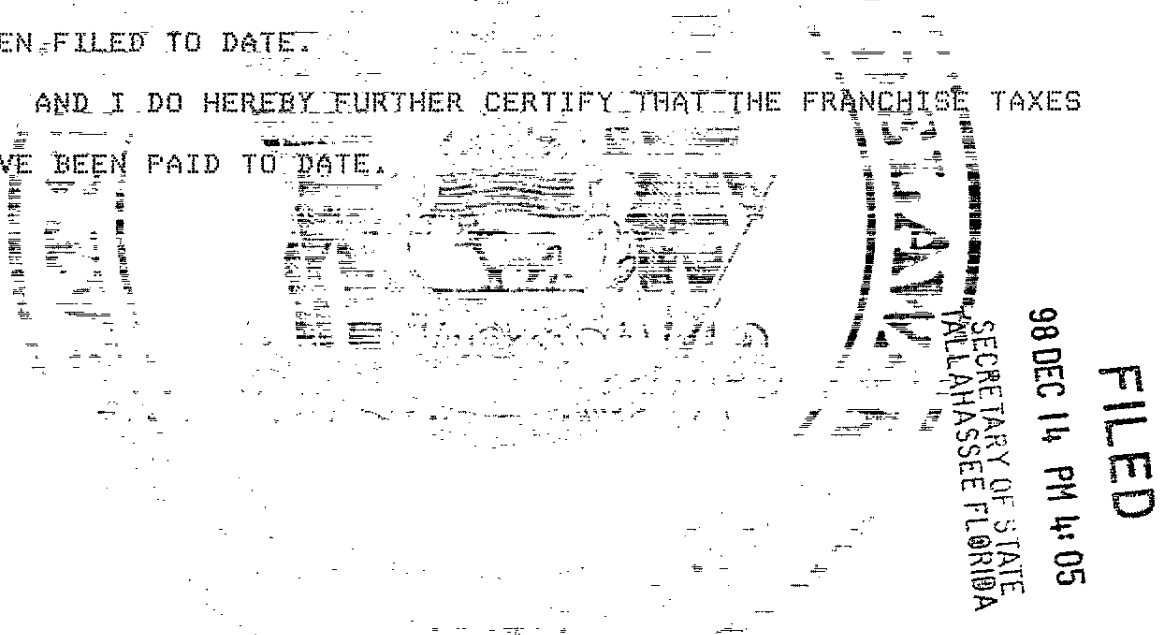
14. Henry S. Conston, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RICHARD WOLF MEDICAL INSTRUMENTS CORP." 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 ELEVENTH DAY OF DECEMBER, 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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98 DEC 14 PM 4:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 9457577
DATE: 12-11-98