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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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Nicolet Biomedical Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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Jeffrey Butterfield

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. Nicolet Biomedical 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. California

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

3. 95-3051581

(FEI number, if applicable)

4. July 26, 1976

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1993

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 5225 Verona Road, Madison, Wisconsin 53711

(Current mailing address)

Design, manufacture and market medical instruments associated with clinical
neurophysiological applications that assess nerve, muscle, hearing/vestibular,
8. sleep and brain flow disorders.

(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

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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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

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: see attached list of officers

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.

13. Sandra L. Lambert
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sandra L. Lambert, Secretary
(Typed or printed name and capacity of person signing application)

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Officer/Directors with addresses

Nicolet Biomedical Inc.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert V. Aghababian	Assistant Secretary	81 Wyman Street P.O. Box 9046 Waltham, MA 02454
Kenneth J. Apicerno	Treasurer	81 Wyman Street P. O. Box 9046 Waltham, MA 02454
Gerald G. Brew	Director President	5225 Verona Road Madison, WI 53711-4495
Seth H. Hoogasian	Assistant Secretary	81 Wyman Street P.O. Box 9046 Waltham, MA 02454
John T. Keiser	Director	504 Airport Road Santa Fe, NM 87504
Paul F. Kelleher	Assistant Secretary	81 Wyman Street P.O. Box 9046 Waltham, MA 02454
Sandra L. Lambert	Secretary	81 Wyman Street P.O. Box 9046 Waltham, MA 02454
Theo Melas-Kyriazi	Chief Financial Officer	81 Wyman Street Waltham, MA 02454
Hiram N. Pan	Assistant Secretary	81 Wyman Street Waltham, MA 02454
David L. Stephenson	Vice President	5225 Verona Road Madison, WI 53711-4495

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SECRETARY OF STATE

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 26th day of July, 19 76,

NICOLET BIOMEDICAL INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

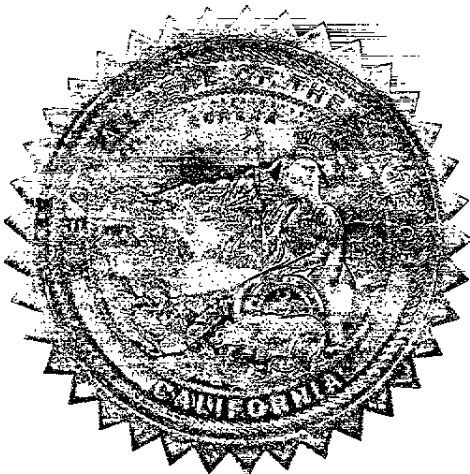
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

May 26, 1999



Bill Jones

Secretary of State