F99000003369

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Medtronic Physio-Control Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tammy Shen
(Name of Person)

Medtronic Physio-Control Corp.
(Firm/Company)

11811 Willows Road NE
(Address)

Redmond, WA 98073
(City/State/Zip)

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*****78.75 *****78.75

W99-11289

Should you need to call someone concerning this matter, please call:

Tammy Shen at (425) 867-4826
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FF $70.00
Cus 8.75

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☒ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 1999

TAMMY SHEN
MEDTRONIC PHYSTO - CONTROL CORP.
11811 WILLOWS ROAD NE
REDMOND, WA 98073

SUBJECT: MEDTRONIC PHYSTO - CONTROL CORP.
Ref. Number: W99000011289

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We have received your document for MEDTRONIC PHYSTO - CONTROL CORP. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 999A00026430

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 1999

TAMMY SHEN
MEDTRONIC PHYSTO - CONTROL CORP.
11811 WILLOWS ROAD NE
REDMOND, WA 98073

SUBJECT: MEDTRONIC PHYSTO - CONTROL CORP.
Ref. Number: W99000011289

We have received your document for MEDTRONIC PHYSTO - CONTROL CORP. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is $18,706.25.

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Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00029681

Medtronic PHYSIO CONTROL

Medtronic Physio-Control Corp.
11811 Willows Road Northeast
Post Office Box 97006
Redmond, WA 98073-9706 USA
Tel: 425.867.4000
Fax: 425.881.2405
Internet: www.physiocontrol.com
Internet: www.medtronic.com

June 25, 1999

Michael Mays
Document Specialist
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Medtronic Physio-Control Corp. (MPCC).
Reference Number W99000011289

On October 1, 1998, Physio-Control Corporation's (PCC) parent company (Physio-Control International Corporation) merged with Medtronic, Inc. Effective January 26, 1999, PCC has changed its name to Medtronic Physio-Control Corp. Attached is a copy of the 'Articles of Amendment of Physio-Control Corporation' as filed with the State of Washington for name change.

PCC was qualified to do business in Florida on December 1, 1982 and filed Annual Reports annually. PCC has withdrawn the authority to transact business in Florida in April 1999. MPCC is trying to requalify under the new name and state of incorporation. MPCC has applied for authorization to transact business in Florida in May 1999. MPCC should not owe any penalty because PCC filed Annual Reports and has paid filing fees annually.

If you have any questions or require additional information, please contact Tammy Shen at (425) 867-4026.

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DIVISION OF CORPORATIONS

Sincerely,

MEDTRONIC PHYSIO-CONTROL CORP.

V. Marc Droppert
Exec. Vice President

Enclosure: Application By Foreign Corporation For Authorization To Transact Business In Florida
MPCC Directors and Officers Directory List
Certificate of Existence of MPCC
Certificate of Amendment of PCC

State of Washington
County of King

On this 25th day of June, 1999, personally appeared before me V. Marc Droppert, who being by me first duly sworn declared that he is the Exec. Vice President of the above named corporation, and that the statement contained therein are true.

LORI L. BERGAM
COMMISSION EXPIRES
NOTARY PUBLIC
3-29-03
STATE OF WASHINGTON

Lori L. Bergam
Notary Public
Commission Expires: March 29, 2003

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. Medtronic Physio - Control 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. Washington
(State or country under the law of which it is incorporated)

3. 91-0697641
(FEI number, if applicable)

4. June 10, 1997
(Date of incorporation)

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

6. December 1, 1982
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11811 Willows Road N.E. P.O. Box 97006
Redmond, WA 98073-9706
(Current mailing address)

8. Sales & Service of defibrillators and related medical equipment / supplies.
(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: C.T. Corporation System

Office Address: 8751 West Broward Blvd.

Plantation, Florida, 33324
(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.

(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)

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

Chairman: ______________________

Address: ______________________

See Attached.

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

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

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President: ______________________

Address: See Attached.

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

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

MEDTRONIC PHYSIO-CONTROL CORP.
DIRECTORS AND OFFICERS DIRECTORY

	BUSINESS ADDRESS	HOME ADDRESS
DIRECTORS:		
Arthur D. Collins, Jr.	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3060	4861 E. Lake Harriet Parkway Minneapolis, MN 55409
Ronald E. Lund	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3013	5565 Waterford Circle Shorewood, MN 55331
Robert L. Ryan	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3111	5840 Long Brake Trail Edina, MN 55439
OFFICERS:		
Arthur D. Collins, Jr. Chairman	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3060	4861 E. Lake Harriet Parkway Minneapolis, MN 55409
Richard O. Martin President, Medtronic Physio-Control	Medtronic Physio-Control 11811 Willows Road N.E. Redmond, WA 98052-1013 425-867-4200	11001 Champagne Point Dr. Kirkland, WA 98034
Ronald E. Lund Vice President and Secretary	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3013	5565 Waterford Circle Shorewood, MN 55331
Robert L. Ryan Vice President and Chief Financial Officer	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3111	5840 Long Brake Trail Edina, MN 55439
Robert M. Guezuraga Vice President, Medtronic Physio-Control	Medtronic Physio-Control 11811 Willows Road N.E. Redmond, WA 98052-1013 425-867-4205	12822 198th Drive N.E. Redmond, WA 98053
Dale F. Beumer Vice President and Treasurer	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3038	15575 Tarleton Crest Maple Grove, MN 55311
Gary L. Ellis Vice President and Controller	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3180	8222 Emerald Lane Woodbury, MN 55125

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	BUSINESS ADDRESS	HOME ADDRESS
OFFICERS, cont.:		
Margaret A. Osborne Vice President, Corporate Tax	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3129	3121 Cross Drive NE Minneapolis, MN 55418
Carol E. Malkinson Assistant Secretary	Medtronic, Inc. 7000 Central Avenue, N.E. Minneapolis, MN 55432 612-514-3373	5629 Zenith Avenue South Edina, MN 55410
V. Marc Droppert Assistant Secretary	Medtronic Physio-Control 11811 Willows Road N.E. Redmond, WA 98052-1013 425-867-4204	13106 184th NE Redmond, WA 98052 425-882-3438
Sherri L. Pocock Assistant Secretary	Medtronic Physio-Control 11811 Willows Road N.E. Redmond, WA 98052-1013 425-867-4332	5232 S. Orchard Terrace Seattle, WA 98118 206-721-3314

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WRITTEN ACTION OF BOARD OF DIRECTORS OF MEDTRONIC PHYSIO-CONTROL CORP.

The undersigned, being all of the members of the Board of Directors of Medtronic Physio-Control Corp., a Washington Corporation (the "Corporation"), acting pursuant to the provisions of the Washington Business Corporation Act, Section 23B.08.210 and the Articles of Incorporation and Bylaws of the Corporation, hereby approve and adopt the following resolution effective March 22, 1999.

ELECTION OF OFFICERS

RESOLVED, that the following individuals are hereby elected to the offices set forth beside their names to serve until their successors are duly elected and qualified:

V. Marc Droppert	Assistant Secretary
Sherri L. Pocock	Assistant Secretary

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DIRECTORS:

Arthur D. Collins, Jr.

Ronald E. Lund

Robert L. Ryan

STATE of WASHINGTON

SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

MEDTRONIC PHYSIO-CONTROL CORP.

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I FURTHER CERTIFY that the records on file in this office show that the above named profit corporation was formed under the laws of the State of Washington and was issued a Certificate of Incorporation in Washington on June 10, 1997.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution have been filed, and that the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: May 3, 1999

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

S. HARRISON

Ralph Munro, Secretary of State

200-002