



THE UNITED STATES
CORPORATION
COMPANY

F99000004569

ACCOUNT NO. : 072100000032

REFERENCE : 359603

4305122

Patricia P. J. J.

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 1999

ORDER TIME : 9:26 AM

ORDER NO. : 359603-045

CUSTOMER NO: 4305122

700002977527--0

CUSTOMER: Ms. Kathy Ricke
Fredrikson & Byron
1100 International Centre
900 Second Avenue South
Minneapolis, MN 55402

FOREIGN FILINGS

NAME: EMPI SALES CORP.

(S)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

WJK

9/2/99

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP -2 PM 3:32

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99 SEP -2 PM 3:05
TALLAHASSEE, FLORIDA
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. Empi Sales 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1947725
(FEI number, if applicable)
4. August 16, 1999
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 30, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 599 Cardigan Road
St. Paul, MN 55126-4099
(Current mailing address)
8. Market medical devices and related accessories
(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: [Signature]
(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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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: _____

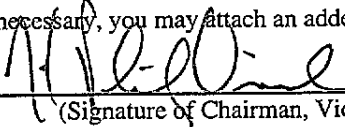
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. H. Philip Vierling, President

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

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DIVISION OF CORPORATIONS
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NAMES AND ADDRESSES OF OFFICERS/DIRECTORS

Name	Office/Title	Address
Joseph E. Laptewicz, Jr.	Chairman of the Board/Chief Executive Officer	599 Cardigan Road St. Paul, MN 55126-4099
Patrick D. Spangler	Vice President/Chief Financial Officer/Assistant Secretary	599 Cardigan Road St. Paul, MN 55126-4099
H. Philip Vierling	President/Chief Operating Officer	599 Cardigan Road St. Paul, MN 55126-4099
Thomas R. King	General Counsel/Secretary	900 Second Ave. So., #1100 Minneapolis, MN 55402
Robert W. Klapp	Vice President of Marketing	599 Cardigan Road St. Paul, MN 55126-4099
Robert N. Hamlin	Vice President of Research and Development	599 Cardigan Road St. Paul, MN 55126-4099
Barbara C. Hutto	Vice President of Human Resources/Facilities	599 Cardigan Road St. Paul, MN 55126-4099
Deborah L. Jensen	Vice President of Regulatory Affairs, Quality Assurance and Clinical Research	599 Cardigan Road St. Paul, MN 55126-4099
Glenn Youngkin	Director	599 Cardigan Road St. Paul, MN 55126-4099

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State of Minnesota

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Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Empi Sales Corp.

Date Formed: 08/16/1999

Chapter Governed By: 302A

This certificate has been issued on 08/24/99.



Mary Kiffmeyer
Secretary of State.