

F 99000005779

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ADVANCED ENDOSCOPIC SYSTEMS, INC.
(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:

STEVEN D. MCCARUS
(Name of Person)

ADVANCED ENDOSCOPIC SYSTEMS, INC.
(Firm/Company)

10815 BOCA POINTE DRIVE
(Address)

ORLANDO, FL 32836
(City/State/Zip)

600003036326-5
-11/05/99-01057-003
*****70.00 *****70.00

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

STEVEN D. MCCARUS at (407)909-8975
(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

99 NOV -5 PM 2:00

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DIVISION OF CORPORATIONS

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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

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. ADVANCED ENDOSCOPIC SYSTEMS, 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. MARYLAND

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

3. 52-1679077

(FEI number, if applicable)

4. 04/30/90

(Date of incorporation)

5. PERPETUAL

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

6. 10/01/99

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

7. 10815 BOCA POINTE DRIVE

ORLANDO, FL 32836

(Current mailing address)

8. EDUCATION/MEDICAL SEMINARS

(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: STEVEN D. MCCARUS

Office Address: 10815 BOCA POINTE DRIVE

ORLANDO

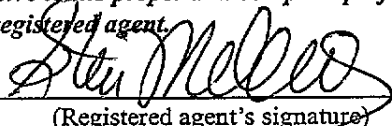
, Florida, 32836

(Zip code)

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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)

STEVEN D. MCCARUS, 10815 BOCA POINTE DRIVE, ORLANDO, FL 32836

DAVID C. MCCARUS, 7 BROOKSTONE COURT, TIMONIUM, MD 21093

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

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: STEVEN D. MCCARUS

Address: 10815 BOCA POINTE DRIVE
ORLANDO, FL 32836

Director: DAVID C. MCCARUS

Address: 7 BROOKSTONE COURT
TIMONIUM, MD 21093

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

President: STEVEN D. MCCARUS

Address: 10815 BOCA POINTE DRIVE
ORLANDO, FL 32836

Vice President: NONE

Address: _____

Secretary: DAVID C. MCCARUS

Address: 7 BROOKSTONE COURT
TIMONIUM, MD 21093

Treasurer: NONE

Address: _____

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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. STEVEN D. MCCARUS, PRESIDENT

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

STATE OF MARYLAND
Department of Assessments and Taxation

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I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ADVANCED ENDOSCOPIC SYSTEMS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 28, 1999.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000415406
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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