

M 000000002582



DynaVox Systems Inc.
2100 Wharton Street
Suite #400
Pittsburgh, PA 15203

City/State/Zip

Phone #

200003500182--3
-12/13/00--01092--001
****125.00 ****125.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED
00 DEC 13 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

untm
12/15

Examiner's Initials

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. DynaVox Systems LLC
(Name of foreign limited liability company)
2. Delaware 3. 52-2280045
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 12/13/00 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 12/13/00
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2100 Wharton Street, Suite 400, Pittsburgh, PA 15203
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

N/A

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sale of augmentative communication equipment for the verbally

disabled.

Tilden Bennett
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Tilden Bennett

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DynaVox Systems LLC

2. The name and the Florida street address of the registered agent and office are:

Steven Ray

(Name)

403 Hawk Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Rockledge

FL

32955

City/State/Zip

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF STATE

**DYNAVOX SYSTEMS LLC
FEDERAL ID #52-2280045**

**STATEMENT ATTACHED TO APPLICATION BY FOREIGN LIMITED
LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

This application is submitted in order to request that DynaVox Systems LLC be qualified to do business in the state of Florida.

On December 13, 2000, the assets of DynaVox Systems Inc. (Federal ID #25-1438453) will be transferred to DynaVox Systems LLC in exchange for a 5% common interest and a 100% preferred interest in DynaVox Systems LLC. On this same date cash will be contributed by V.S.M Holdings, LLC (13-4145956) in exchange for a 95% common interest in DynaVox Systems LLC.

Effective on December 13, 2000, all of the business that was performed by DynaVox Systems Inc. will be performed by DynaVox Systems LLC, and DynaVox Systems Inc. will become a holding company that merely holds the investment in DynaVox Systems LLC. DynaVox Systems Inc. will continue to be 100% owned by its' parent Sunrise Medical Inc. (95-3836867). DynaVox Systems Inc. will be included in the consolidated tax return of its' parent Sunrise Medical Inc. while DynaVox Systems LLC will file Form 1065 (a partnership tax return), and distribute K-1's to its' two partners.

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State of Delaware
Office of the Secretary of State

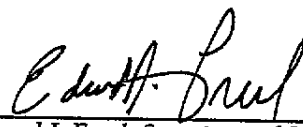
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DYNAVOX SYSTEMS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0844936

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DATE: 12-11-00