## Passmore, Walker & Twenhafel, L.L.P.

ATTORNEYS AT LAW

P.O. Drawer 3766 . McAllen, Texas 78502-3766

WALTER J. PASSMORE CIVIL TRIAL LAW\* MARK W. WALKER MARK A. TWENHAFEL BRITTANY L. WILLS

Frost National Bank Building 2424 N. 10th Street, Suite 200 McAllen, Texas 78501 Telephone (956) 687-6225 Facsimile (956) 686-1276

March 5, 2001

Molo 00000 100

Florida Secretary of State

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL32314

Re: Velium Scientific, L.L.C.

Dear Ms. Harris:

400003910584--2 -03/26/01-01146--018 \*\*\*\*125.00 \*\*\*\*125.00

Enclosed are the following:

- 1. Original and one copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (with original Certificate of Existence from home state attached);
- 2. Original and one copy of Certificate of Designation of Registered Agent/Registered Office; and
- 4. \$125.00 filing fees for the Application and the Certificate.

Please file the original Application and Certificate with the other papers in your office and return a file-stamped copy of each of these documents (uncertified) to me with your acknowledgment letter.

Please mail the acknowledgment letter and file-stamped copy of the Application and Certificate as follows:

Mark A. Twenhafel P. O. Drawer 3766 McAllen, Texas 78502-3766 HILED

OF MAR 26 AT 8: 34

FALLANSEE, FLORING

Florida Secretary of State March 5, 2001 Page 2

We thank you in advance for your cooperation in this matter.

Sincerely yours,

Mark A. Twenhafel

MAT:nab

Enclosures: As Noted

E:\DATA\SHAREDI\MATHOLD\VELIUM\LLC\SECST.LTR

) 1 10 25 EM 8: 31

## APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

In compliance with section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

	·
1.	Name of foreign limited liability company: VELIUM SCIENTIFIC, L.L.C.
2.	Jurisdiction under the law of which foreign limited liability company is organized: TEXAS
3.	FEI number, if applicable: N/A
4.	Date of Organization: OCTOBER 25, 2000
5.	Duration: OCTOBER 25, 2030
6.	Date first transacted business in Florida: 3/1/2001
7.	Street address of principal office: 711 N. MCCOLL RD., MCALLEN, TEXAS 78501
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:  VELIUM INTERNATIONAL, LTD. (MEMBER)  C/O JUAN CARLOS PLIEGO Y MARTIN DEL CAMPO,  AUTHORIZED REPRESENTATIVE  711 N. MCCOLL RD.  MCALLEN, TEXAS 78501
10.	Attached is 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.
II.	Nature of business or purposes to be conducted or promoted in Florida: ANY AND ALL LAWFUL BUSINESS, INCLUDING, BUT NOT LIMITED TO THE PURCHASE, SALE AND EXPORT OF MEDICAL EQUIPMENT AND DEVISES.
Juan C Autho	Carlos Pliego y Martín Del Campo, rized Representative of Velium International, Ltd., 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.)

## 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: VELIUM SCIENTIFIC, L.L.C.
- 2. The name and the Florida street address of the registered agent and office are:

NESTOR L. ZELICO
(Name of agent)

2380 NW 26 STREET

Florida street address (P.O. Box NOT acceptable)

BOCA RATON, FL 33431
(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 designed in this certificate, I hereby accept the appoint 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 e of my duties, and I am familiar wit and accept the obligations of my position as registered agent as provide4d for in Chapter 608, F.S.

OLEME 26 WIN 8: 34



IT IS HEREBY CERTIFIED that Articles of Organization of

VELIUM SCIENTIFIC, L.L.C. File No. 7077205-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 22, 2000.

Elton Bomer Secretary of State BAM