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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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EXAMINER

FLORIDA FILING & SEARCH SERVICES, INC.

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PHONE: (850) 216-0457 / FAX: (850) 216-0460

DATE: 1/7/2008

NAME: CARDIO THORACIC SYSTEMS, LLC

TYPE OF FILING: APPLICATION TO TRANSACT
BUSINESS

COST: \$155

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: PAUL / ABBIE HODGE

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08 JAN - 7 PM 4:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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. CardioThoracic Systems, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability
Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. (FEI number, if applicable)

4. 2/20/1996

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. Upon Filing

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3200 Lakeside Drive, Santa Clara, CA 95054

(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:

Guidant Corporation, c/o Boston Scientific Corporation One Boston Scientific Place Natick, Massachusetts 01760

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:

Medical device manufacturing and sales.

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.)

Guidant Corporation, as Managing Member

By Lawrence J. Knopf, Vice President, Legal and Secretary

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CARDIOTHORACIC SYSTEMS, INC.

3200 Lakeside Drive
Santa Clara, CA 95054

State of Florida
Secretary of State
Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

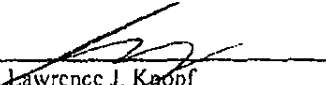
Re: Consent to Use of Name

To whom it may concern:

CardioThoracic Systems, Inc. a Delaware corporation that is qualified in the State of Florida, hereby gives consent to the use of the name CardioThoracic Systems, LLC for use in the State of Florida.

Very Truly Yours,

CARDIOTHORACIC SYSTEMS, INC.

By: 
Name: Lawrence J. Knopf
Title: Assistant Secretary

**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:

CardioThoracic Systems, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

BY: Jacqueline N. Casper
(Signature)
Jacqueline N. Casper Assistant VP

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

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDIOTHORACIC 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 THIRD DAY OF JANUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARDIOTHORACIC SYSTEMS, LLC" WAS FORMED ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2594325 8300

080009325



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6283484

DATE: 01-03-08