



THE UNITED STATES  
CORPORATION  
COMPANY

M97000000431

ACCOUNT NO. : 072100000032

REFERENCE : 467630 4308508

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 285.00

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JUL 18 PM 5:14

ORDER DATE : July 18, 1997

ORDER TIME : 1:17 PM

ORDER NO. : 467630-005

100002242141--5

CUSTOMER NO: 4308508

CUSTOMER: Melissa Votaw, Legal Assistant  
Jones Day Reavis & Pogue  
North Point  
901 Lakeside Avenue  
Cleveland, OH 44114

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FOREIGN FILINGS

NAME: COBAS AMERICAS LIMITED COMPANY

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

*B/K*  
*7/18/97*  
97 JUL 13 PM 3:25



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1997

DEBORAH SCHRODER  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: COBAS AMERICAS LIMITED COMPANY  
Ref. Number: W97000016690

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SECRETARY OF STATE  
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**RESUBMIT**  
Please give original  
submission date as file date

We have received your document for COBAS AMERICAS LIMITED COMPANY and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

This name has been reserved by the CT CORPORATION SYSTEM. Please obtain a release from them.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 297A00036801

97 JUL 22 PM 8:41

SENT BY:

7-21-97 ; 2:26PM ;

CT CLEV-

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CT CORPORATION SYSTEM

1-2-97 4:00 PM NT

fax 216 621 4059

Monday, July 21, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

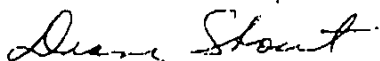
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DIVISION OF CORPORATIONS  
97 JUL 18 PM 5:14

RE: Cobas America Limited Company

Dear Filing Officer:

This letter will serve to release the above name which was reserved by CT Corporation System under reservation #R97000002383 to the Corporation Service Company.

Sours very truly,



Diane Stout  
Customer Specialist

ds

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. Cobas Americas Limited Company

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Ohio

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

3. Pending

(FEI number, if applicable)

4. July 10, 1997

(Date of Organization)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 5821 Hollywood Boulevard

Hollywood, Florida 33021

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.  
(attach additional page if necessary)

NAME AND ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Robert H. Keller, M.D.

MGR

David W. Kirchenbaum

MGR

IBT Limited Company

IBT Limited Company

5821 Hollywood Boulevard

5821 Hollywood Boulevard

Hollywood, Florida 33021

Hollywood, Florida 33021

Alex Vargas DeWindt, M.D.

MGR

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Cobas Americas  
Limited Company deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ -0- . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 100.00 . This total includes amounts from 2 and 3 above.

IBT LIMITED COMPANY

By: Daniel K. Kaban

Signature of a member or authorized representative of a member  
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Cobas Americas Limited Company

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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*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.*

By: Gail Shelby

Gail Shelby, Its Agent

(Signature)

July 18, 1997

(Date)

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show COBAS AMERICAS LIMITED COMPANY, an Ohio Limited Liability Company, was organized within the State of Ohio on July 10, 1997 and is currently in **FULL FORCE AND EFFECT** upon the records of this office.*

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DIVISION OF CORPORATIONS  
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WITNESS my hand and official  
seal at Columbus, Ohio this  
10th day of July, A.D. 1997

*Bob Taft*

Bob Taft  
Secretary of State