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BEACON
MEDICAL PRODUCTS

June 1, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -3 PM 1:19

Florida Department of Revenue
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed you will find the following documents in regard to our registration to do business in the State of Florida:

- Affidavit of Membership and Contributions of Foreign LLC
- Certificate of Designation of Registered Agent
- Application by Foreign LLC for Authorization to transact business in Florida (along with the requested certificate of existence from our state of organization).

Also enclosed is a check for $285.00, which represents the filing fees for the above-identified documents.

If you have any questions in regards to the attached, please let me know.

Respectfully yours,

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****285.00 ****285.00

Mike Talley
Chief Financial Officer

Enclosure

Name Availability	MJH
Document Examiner	
Updater	
Updater Verifyer	
Acknowledgement	
P. Verifyer	

PO Box 7064 • 13325A Carowinds Boulevard Charlotte, NC 28241 • Phone (704) 588-0854 • Fax (704) 588-4949

Lifeline Medical Systems

PB PURITAN BENNETT

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. Beacon Medical Products, LLC
(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.)

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

3. 56-2067998
(FEI number, if applicable)

4. January 30, 1998
(Date of Organization)

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

6. June 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 13325-A Carowinds Boulevard
Charlotte, NC 28273
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Michael C. Kistner PO Box 7064 Charlotte, NC 28241	MGR		

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEACON MEDICAL PRODUCTS 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 TWENTY-SECOND DAY OF APRIL, A.D. 1999.

Edward J. Freel, Secretary of State

2853583 8300

991151984

9701006

AUTHENTICATION:

04-22-99

DATE:

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:

BEACON MEDICAL PRODUCTS LLC

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

CT CORPORATION SYSTEM
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324
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.

(Signature)

ALLAN FARNELL
ASSISTANT SECRETARY

Filing Fee: $ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Beacon Medical Products LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is $6,490,000;

3) if any, the agreed value of property other than cash contributed by member(s) is $ - ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is $6,490,000
(This total includes amounts from 2 and 3 above.)

Signature of a member or an 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.)

Michael C. Kistner, Member

Typed or printed name of signee

Filing Fee: $250.00 for Application and Affidavit