

900373

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(Business Entity Name)

(Document Number)

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2021 NOV -5 AM 8:20  
2021 NOV -4 PM 3:35  
TALLAHASSEE, FLORIDA  
CLERK OF SUPERIOR COURT  
JENNIFER L. HARRIS

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 179742 4320990

AUTHORIZATION :

COST LIMIT : \$35.00



ORDER DATE : October 29, 2021

ORDER TIME : 11:30 AM

ORDER NO. : 179742-050

CUSTOMER NO: 4320990

FOREIGN FILINGS

NAME: FUJIFILM MEDICAL SYSTEMS  
U.S.A., INC..

XX CORPORATE  
       LIMITED PARTNERSHIP  
       LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER: \_\_\_\_\_

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: FUJIFILM Medical Systems U.S.A., Inc.

Name of Corporation

DOCUMENT NUMBER: P00373

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Bachenheimer

Name of Contact Person

FUJIFILM Holdings America Corporation

Firm/Company

200 Summit Lake Drive

Address

Valhalla, NY 10595

City/State and Zip Code

dbachenheimer@fujifilm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Bachenheimer

Name of Contact Person

at ( 914 ) 789-8128

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy

☐ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR**  
**AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

P00373

\_\_\_\_\_  
(Document number of corporation (if known))

1. FUJIFILM Medical Systems U.S.A., Inc.

\_\_\_\_\_  
(Name of corporation as it appears on the records of the Department of State)

2. NY

\_\_\_\_\_  
(Incorporated under laws of)

3. 12/30/2011

\_\_\_\_\_  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/1/2021

5. FUJIFILM Healthcare Americas Corporation

\_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

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SECRETARY OF STATE

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	See Attached Schedule		<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
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			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

*Judy Melillo*

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Judy Melillo

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**FILING FEE \$35.00**

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SECRETARY OF STATE  
FALLING

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Director</u>	<u>Masataka Akiyama</u>	<u>7-3 Akasaka 9-chome</u>	<input checked="" type="checkbox"/> Add
		<u>Minato-ku Tokyo 107-0052 Japan</u>	<input type="checkbox"/> Remove
<u>Director</u>	<u>Hidetoshi Izawa</u>	<u>81 Hartwell Avenue, Suite 300</u>	<input checked="" type="checkbox"/> Add
		<u>Lexington, MA 02421</u>	<input type="checkbox"/> Remove
<u>Pre/CEO</u>	<u>Hidetoshi Izawa,</u>	<u>81 Hartwell Avenue, Suite 300</u>	<input checked="" type="checkbox"/> Add
		<u>Lexington, MA 02421</u>	<input type="checkbox"/> Remove
<u>Director</u>	<u>Tetsuya Iwasaki</u>	<u>200 Summit Lake Drive</u>	<input type="checkbox"/> Add
		<u>Valhalla, NY 10595</u>	<input checked="" type="checkbox"/> Remove
<u>Director</u>	<u>Teiichi Goto</u>	<u>7-3 Akasaka 9-chome</u>	<input type="checkbox"/> Add
		<u>Minato-ku Tokyo 107-0052 Japan</u>	<input checked="" type="checkbox"/> Remove
<u>Chairman</u>	<u>Jun Higuchi</u>	<u>200 Summit Lake Drive</u>	<input checked="" type="checkbox"/> Add
		<u>Valhalla, NY 10595</u>	<input type="checkbox"/> Remove

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SECRET  
TAMIA

SECRET

**STATE OF NEW YORK  
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for FUJIFILM HEALTHCARE AMERICAS CORPORATION, File Number 210924002596 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on November 05, 2021.



*Brendan C. Hughes*

Brendan C. Hughes  
Executive Deputy Secretary of State

# DC-08

**Certificate of Merger**  
**of**  
**FUJIFILM Healthcare Americas Corporation**  
**into**  
**FUJIFILM Medical Systems U.S.A., Inc.**

**Under Section 904 of the New York Business Corporation Law**

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has adopted an agreement and plan of merger setting forth the terms and conditions of the merger of such corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, is FUJIFILM Medical Systems U.S.A., Inc. The name under which the surviving corporation was formed is Pyne X-Ray Corp., and the date upon which the certificate of incorporation of the surviving corporation was filed by the Department of State of the State of New York is October 28, 1963.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving corporation, is FUJIFILM Healthcare Americas Corporation. The name under which the merging corporation was formed is Hitachi Medical Systems America, Inc. The jurisdiction of the incorporation of the merging corporation is the State of Delaware, and the date of the incorporation of the merging corporation therein is April 14, 1989. The Application for Authority in the State of New York of the merging corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on November 15, 1995.

FOURTH: The designation and number of outstanding shares of the only class of capital stock of the merging corporation, all of which shares are entitled to vote, and the designations and numbers of outstanding shares of all classes of capital stock of the surviving corporation, only Class A Common Stock shares of which shares are entitled to vote, as set forth in the agreement and plan of merger, are as follows:

Corporation	Class	Number of Shares	Par Value
FUJIFILM Healthcare Americas Corporation	Common Stock	1,800	No par value
FUJIFILM Medical Systems U.S.A., Inc.	Class A Common Stock	150	No par value
	Class B Common Stock	150	No par value



FIFTH: The certificate of incorporation of the surviving corporation as now in force and effect shall be the certificate of incorporation of the surviving corporation, except that Paragraph FIRST thereof, relating to the name of the corporation, is hereby amended so as to read in its entirety as follows upon the effective date of the merger set forth below:

“FIRST: The name of the corporation is  
FUJIFILM Healthcare Americas Corporation.”

SIXTH: The merger herein certified was authorized in respect of the surviving corporation by the written consent of the holder of all of the outstanding shares of capital stock of the surviving corporation entitled to vote on the agreement and plan of merger, which written consent has been given in accordance with Section 615 of the New York Business Corporation Law. Written notice has been given as and to the extent required by Section 615 of the New York Business Corporation Law.

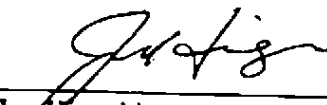
SEVENTH: The merger herein certified was authorized in respect of the merging corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with such laws.

EIGHTH: The effective date of the merger is October 1, 2021.

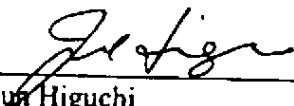
*[Signature page follows]*

IN WITNESS WHEREOF, this certificate has been signed on the 15<sup>th</sup> day of September, 2021 and the statements contained herein are affirmed as true under penalties of perjury.

FUJIFILM Medical Systems U.S.A., Inc.,  
as the surviving corporation

By:   
Name: Jun Higuchi  
Title: President and Chief Executive Officer

FUJIFILM Healthcare Americas Corporation,  
as the merging corporation

By:   
Name: Jun Higuchi  
Title: President and Chief Executive Officer

**CERTIFICATE OF MERGER**  
**OF**  
**FUJIFILM HEALTHCARE AMERICAS CORPORATION**  
**INTO**  
**FUJIFILM MEDICAL SYSTEMS U.S.A., INC.**

Under Section 904 of the Business Corporation Law

Filed by: Steve Lee

FUJIFILM Holdings America Corporation

200 Summit Lake Drive

Valhalla, New York 10595-1356

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2021 SEP 24 PM 2:08

**DC-08**

**DRAWDOWN**