

State of Idaho

Office of the Secretary of State

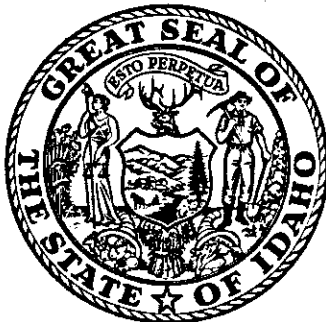
**CERTIFICATE OF AUTHORITY
OF
PHILIPS MEDICAL SYSTEMS (CLEVELAND), INC.**

File Number C 176362

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 24, 2007



Ben Yursa

SECRETARY OF STATE

By

Ainda McChaney



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

07 DEC 24 PM 1:18

The undersigned Corporation applies for a Certificate of Authority and states as follows: SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:
Philips Medical Systems (Cleveland), Inc.
2. The name which it shall use in Idaho is: Philips Medical Systems (Cleveland), Inc.
3. It is incorporated under the laws of: New York
4. Its date of incorporation is: 1/6/1922
5. The address of its principal office is:
595 Miner Road, Cleveland, OH 44143
6. The address to which correspondence should be addressed, if different from item 5, is:
1251 Avenue of the Americas, 20th floor, New York, NY 10020
7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, ID 83702
and its registered agent in Idaho at that address is: Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office Held	Address
SEE ATTACHMENT		

Dated: December 20, 2007

Signature: Warren T. Oates, Jr.

Typed Name: Warren T. Oates, Jr.

Capacity: Secretary
[The signer must be a director or an officer of the corporation.]

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corporate\corp
forms\app\cert\auth\only_profit.pmd
Revised 06/2005

Web Form

IDAHO SECRETARY OF STATE
12/24/2007 05:00
CK: NONE CT: 1157 BH: 1891394
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C176362

Philips Medical Systems (Cleveland), Inc.**Directors****Pamela L. Dunlap****Director**

Primary Address: 3000 Minuteman Road
Andover, Massachusetts 01810 (United States)

Joseph E. Innamorati**Director**

Primary Address: 1251 Avenue of the Americas
New York, NY 10020-1104 (USA)

Officers**Scott M. Weisenhoff****President**

Primary Address: 3000 Minuteman Road
Andover, MA 01810 (USA)

Randy S. Sessler**Chief Financial Officer**

Primary Address: 595 Miner Road
Cleveland, Ohio 44143 (USA)

Pamela L. Dunlap**Senior Vice President**

Primary Address: 3000 Minuteman Road
Andover, Massachusetts 01810 (United States)

James M. Fulton**Senior Vice President**

Primary Address: 595 Miner Road
Cleveland, Ohio 44143 (USA)

Joseph E. Innamorati**Senior Vice President**

Primary Address: 1251 Avenue of the Americas
New York, NY 10020-1104 (USA)

Jonathan Jay Mazelsky**Senior Vice President**

Primary Address: 595 Miner Road
Cleveland, Ohio 44143 (USA)

Randy S. Sessler**Vice President**

Primary Address: 595 Miner Road
Cleveland, Ohio 44143 (USA)

Robert N. Smith**Vice President**

Primary Address: 1251 Avenue of the Americas
New York, NY 10020-1104 (USA)

Philips Medical Systems (Cleveland), Inc.

Warren T. Oates, Jr.

Secretary

Primary Address: 1251 Avenue of the Americas
New York, NY 10020-1104 (USA)

Sheila Noonan Mitchell

Assistant Secretary

Primary Address: 595 Miner Road
Cleveland, Ohio 44143 (USA)

James N. Redmond

Assistant Secretary

Primary Address: 595 Miner Road
Cleveland, Ohio 44143 (USA)

State of New York Department of State } ss:

I hereby certify, that the Certificate of Incorporation of PHILIPS MEDICAL SYSTEMS (CLEVELAND), INC. was filed on 01/06/1922, under the name of JAMES PICKER, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment JAMES PICKER, INC., changing its name to PICKER X-RAY CORPORATION, was filed 07/13/1927.

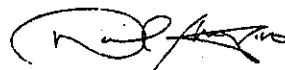
A Certificate of Amendment PICKER X-RAY CORPORATION, changing its name to PICKER CORPORATION, was filed 12/15/1967.

A Certificate of Amendment PICKER CORPORATION, changing its name to PICKER INTERNATIONAL, INC., was filed 07/10/1981.

A Certificate of Amendment PICKER INTERNATIONAL, INC., changing its name to MARCONI MEDICAL SYSTEMS, INC., was filed 11/26/1999.

A Certificate of Amendment MARCONI MEDICAL SYSTEMS, INC., changing its name to PHILIPS MEDICAL SYSTEMS (CLEVELAND), INC., was filed 11/13/2001.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of December
two thousand and seven.*



Daniel Shapiro
Special Deputy Secretary of State

