

910214-14812



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

COROMETRICS MEDICAL SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **COROMETRICS MEDICAL SYSTEMS, INC.**

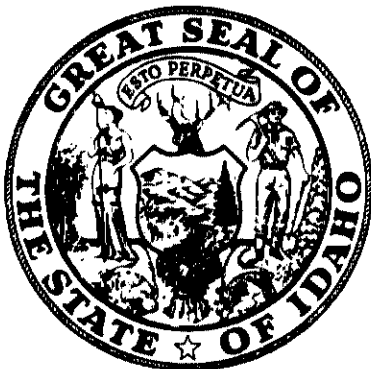
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **COROMETRICS MEDICAL SYSTEMS, INC.**

to transact business in this State under the name **COROMETRICS MEDICAL SYSTEMS, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 03, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Fabela

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: RECEIVED
SEC. OF STATE

1. The name of the corporation is Corometrics Medical Systems, Inc.

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2. The name which it shall use in Idaho is Corometrics Medical Systems, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is November 25, 1974 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 32 Loockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 61 Barnes Park Road, North, Wallingford, Connecticut 06492

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Engage in the manufacture, distribution and sale of medical instruments and supplies.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
John R. Stafford	Director	685 Third Avenue, New York, NY 10017
Louis L. Hoynes, Jr.	Director	685 Third Avenue, New York, NY 10017
Flave L. Jones	Director	61 Barnes Park Road, North Wallingford, Connecticut 06492
John T. Shipherd	President	61 Barnes Park Road, North, Wallingford, Connecticut 06492
Richard E. Seymor	Vice President - Sales	61 Barnes Park Road, North, Wallingford, CT 06492
Robert G. Blount	Vice President	685 Third Avenue, New York, NY 10017

(continued on reverse)

Name	Office	Address
Mario Vedrich	Vice President - International Sales	61 Barnes Park, North Wallingford, Connecticut 06492
John Ryan	Vice President - Finance & Treasurer	61 Barnes Park, North Wallingford, Connecticut 06492
Thomas M. Nee	Vice President	685 Third Avenue, New York, NY 10017
Robert C. Brooks	Vice President & Director Of Mktg.	61 Barnes Park, North Wallingford, Connecticut 06492
Joseph P. Lester	Vice President of Operations	61 Barnes Park, North Wallingford, Connecticut 06492
Carol G. Emerling	Secretary	685 Third Avenue, New York, NY 10017
Anthony E. Anzalone	Assistant Secretary	685 Third Avenue, New York, NY 10017

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: July 9, 1991

Corometrics Medical Systems, Inc.

(Corporation Name)

By Thomas M. Nee

Its President/ Vice President (please specify)

and Carol G. Emerling

Its Secretary/ Assistant Secretary (please specify)

STATE OF New York)

) ss:

COUNTY OF New York)

I, HELEN A. HIRV, a notary public, do hereby certify that on this 11th day of July, 19 91, personally appeared before me Carol G. Emerling, who being by me first duly sworn, declared that (s)he is the Secretary of Corometrics Medical Systems, Inc.

that (s)he signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

HELEN A. HIRV
Notary Public, State of New York
No. 41-1806993
Qualified in Queens County
Certificate Filed in New York County
Commission Expires April 30, 1993

Helen A. Hirv

Notary Public

State of Delaware



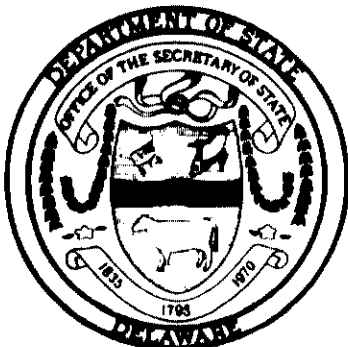
RECEIVED
SEC. OF STATE

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY COROMETRICS MEDICAL SYSTEMS, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION: *3152454

DATE: 08/23/1991