

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

SHERWOOD MEDICAL COMPANY I

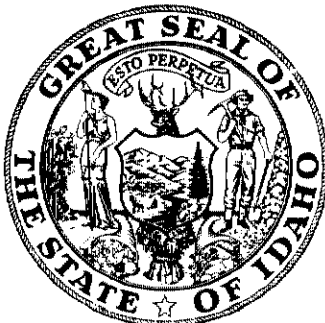
dba SHERWOOD MEDICAL COMPANY I, INC.

File Number C 127784

I PETE T. CENARRUSA, 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: March 3, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herald*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Sherwood Medical Company I
2. The name which it shall use in Idaho is SHERWOOD MEDICAL COMPANY I, INC.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 8/27/98
5. The address of its principal office is 15 Hampshire Street, Mansfield, Massachusetts 02048
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

| Name | Office | Address |
|--|--------|---------|
| See attached list of directors and officers | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Dated: 2.19.99

Sherwood Medical Company I
(Corporation name)

By [Signature]
Kevin Gould

Its Vice President
(specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

IDAHO SECRETARY OF STATE

Secretary of State use only

03/03/1999 09:00
CK: 105079345 CT: 3590 BH: 193315

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C127784

9:\corpforms\CA2 pm6 Revised 4/97

Sherwood Medical Company I

Directors and Officers

Directors

Irving Gutin
Richard Meelia
Mark Swartz

Address

One Tyco Park, Exeter, NH 03833
15 Hampshire Street, Mansfield, MA 02048
One Tyco Park, Exeter, NH 03833

Officers

Richard Meelia
Charles Dockendorff
Kevin Gould
Irving Gutin
Mark Swartz
Michael Robinson
Scott Stevenson
Brian Moroze
Vanessa Perillo

Title

President
Vice President
Vice President
Vice President
Vice President
Treasurer
Asst. Treasurer
Secretary
Asst. Secretary

Address

15 Hampshire Street, Mansfield, MA 02048
15 Hampshire Street, Mansfield, MA 02048
15 Hampshire Street, Mansfield, MA 02048
One Tyco Park, Exeter, NH 03833
One Tyco Park, Exeter, NH 03833
712 Fifth Ave., New York, NY 10019
One Town Center Rd., Boca Raton, FL 33486
One Tyco Park, Exeter, NH 03833
One Town Center Rd., Boca Raton, FL 33486

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHERWOOD MEDICAL COMPANY I" 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 TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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991073411

AUTHENTICATION:

9596461

DATE:

02-25-99