

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is ORTHOSONICS LIMITED
2. It is incorporated under the laws of SCOTLAND, UNITED KINGDOM
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is October 9, 1990 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 _____
71 PASSAIC AVENUE, CHATHAM, NJ 07928
6. The address of its proposed registered office in Rhode Island is 222 JEFFERSON BLVD STE 200
(Street Address, not P.O. Box)
WARWICK, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is PARASEARCH, INC.
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
RENT/SELL ORTHOPAEDIC EQUIPMENT TO HOSPITALS FOR USE DURING SURGERY

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>SEE ATTACHED LIST</u>	
Director	_____	_____
Director	_____	_____
Director	_____	_____

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	SEE ATTACHED LIST	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common		NO PAR VALUE

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 477,599.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2,141,140.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 15,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .7 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/8/10

Jenny Lomas
Signature of Authorized Officer of the Corporation
JENNY LOMAS
Type or Print Name of Authorized Officer

ORTHOSONICS Ltd.
LIST OF OFFICERS AND DIRECTORS

Officers:

Managing Director

Albert Nicholl
Burney Court Cordwallis Park Maidenhead
Berkshire SL6 7BU
United Kingdom

Int'l Finance Controller

Jenny Lomas
Burney Court Cordwallis Park Maidenhead
Berkshire SL6 7BU
United Kingdom

Directors:

Brian R D Bradnock
Huntsmoor Bovingdon Hemel Hempstead
Hertfordshire HP3 0PD
United Kingdom

Michael M Finegan
11072 Pine Valley Club Drive
Charlotte, NC 28277
USA

Brian McCollum
3451 Plano Parkway
Lewisville, TX 75056
USA

Albert Nicholl
Burney Court Cordwallis Park Maidenhead
Berkshire SL6 7BU
United Kingdom

Michael J R Young
Bremridge Farm Ashburton
Devon TQ13 7JX
United Kingdom



THE COMPANIES ACT 2006

Company No. 127003

The Registrar of Companies for Scotland hereby certifies that ORTHOSONICS LIMITED (originally called NEWSECURE LIMITED which name was changed by resolution on 9th October 1990 to ORTHOSONICS LIMITED) was incorporated under the Companies Act 1985 as a limited company on 3rd September 1990.

According to the documents on file and in the custody of the Registrar, the company is up to date with its filing requirements and has at least 1 director, who is a natural person over the age of 16.

The company has been in continuous unbroken existence since its incorporation and no action is currently being taken by the Registrar of Companies to strike the company off the register or to dissolve it as defunct. As far as the Registrar is aware, the company is not in liquidation or subject to an administration order, and no receiver or manager of the company's property has been appointed.*****

Given at Companies House, the 26th November 2010

T FERREIRA
for the Registrar of Companies



Companies House
— for the record —