

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 137A18



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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:

- The name of the corporation is ELA Medical, Inc.
- It is incorporated under the laws of Delaware
- 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:
ELA Medical, Inc.

(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:

- The date of its incorporation is 04/24/1979 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801
- The address of its proposed registered office in Rhode Island is 10 Weybosset Street

(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Distribute implantable defibrillators, pacemakers and accessories

- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Bruno Inguaggiato</u>	<u>2950 Xenium Lane N. Plymouth MN 55441</u>
Director	<u>Arnaldo Virando</u>	<u>2950 Xenium Lane N. Plymouth MN 55441</u>
President	<u>Russell Van Zandt</u>	<u>2950 Xenium Lane N. Plymouth MN 55441</u>
Vice President		
Treasurer	<u>Peter Jacobson</u>	<u>2950 Xenium Lane N. Plymouth MN 55441</u>
Secretary	<u>Didier Theret</u>	<u>2950 Xenium Lane N. Plymouth MN 55441</u>

FILED
NOV 06 2002
By [Signature] 2/17/2

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common		0.01
1,000	Preferred		0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
527	Common		0.01
1,000	Preferred		0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 12,835,000.00.
- (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 n/a %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 30,253,000.00.
- (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 \$ \$50,000.00.
- (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 .165 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10/25/02

ELA Medical, Inc.

Print Exact Name of Corporation Making Application

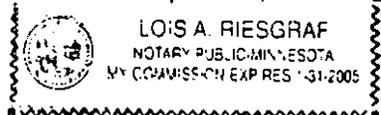
By [Signature]
 Russell Van Zandt President or Vice President (check one)

AND

By [Signature]
 Didier Theret Secretary or Assistant Secretary (check one)

STATE OF Minnesota
 COUNTY OF Hennepin

In Plymouth, on this 25th day of October, 2002, personally appeared before me Russell Van Zandt who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation and that the statements herein contained are true.



[Signature]
 Notary Public
 My Commission Expires: 1-31-2005

Attachment to Rhode Island

Purpose Clause

Distribute implantable defibrillators, pacemakers and accessories Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

ELA Medical, Inc.
Directors and Officers
May 8, 2002

Directors

Bruno Inguaggiato	2950 Xenium Lane N, Plymouth, MN 55441
Arnaldo Virando	2950 Xenium Lane N, Plymouth, MN 55441

Officers

Russell Van Zandt	President	2950 Xenium Lane N, Plymouth, MN 55441
Peter Jacobson	Treasurer	2950 Xenium Lane N, Plymouth, MN 55441
Didier Theret	Secretary	2950 Xenium Lane N, Plymouth, MN 55441

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ELA MEDICAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 1979, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE ELEVENTH DAY OF JULY, A.D. 1980, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF APRIL, A.D. 1981, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 1983, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SIXTEENTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF DECEMBER,



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2061124

020668714

DATE: 10-29-02

Delaware

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The First State

A.D. 2001, AT 4 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE
TWENTY-EIGHTH DAY OF MAY, A.D. 2002, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE FOURTH DAY OF JUNE,
A.D. 2002, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0871418 8100H

AUTHENTICATION: 2061124

020668714

DATE: 10-29-02