

License fee: \$150.00
Minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 80463

APPLICATION FOR
CERTIFICATE OF AUTHORITY

OF

BIO-DETEK INCORPORATED

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is BIO-DETEK INCORPORATED

SECOND: The name which it elects to use in Rhode Island is

BIO-DETEK INCORPORATED

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of The Commonwealth of Massachusetts

FOURTH: The date of its incorporation is July 24, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 453 South Main Street, Attleboro, MA 02703

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

C T CORPORATION SYSTEM

Signature

Edward Gwisdalla

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

To manufacture, buy, sell and deal in the medical electrode and supply business and any and all other allied manufactured products and the raw materials thereof, and all articles made or derived therefrom.

To engage in and carry on any other business or other activity in connection with any of the foregoing or to do any other acts or business permitted to a corporation authorized to transact business in the State of Rhode Island under Section 7-1.1-103 of the General Laws.

FILED

JUL 8 1994

By gbs
125264

RECEIVED
SECRETARY OF STATE
JUL 8 11 25 AM '94

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Rolf Stutz	Director	15 Ash St., Cambridge, MA 02138
	Director	
	Director	
Michael R. Dupelle	President	12 George St., North Attleborough, MA 02769
	Vice President	
	Clerk	
Michael R. Dupelle	Secretary	(Same as above.)
Duane M. DeSisto	Treasurer	93 Betty Pond Rd., Scituate, RI 02813
Duane M. DeSisto	Asst. Clerk	(Same as above.)

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
200,000	Common		\$.01

TENTH: 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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,450,000.00.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,450,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 3,500,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$3,500,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 29, 19 94

BIO-DETEK INCORPORATED

[Exact Corporate Name of Corporation Making Application]

By *Michael R. Dupelle*
Michael R. Dupelle
Its President
and *Michael R. Dupelle*
Michael R. Dupelle
Its ~~Secretary~~ Clerk

STATE OF *Massachusetts* }
COUNTY OF *Bristol* } Sc.

At *BayBank Attleboro Ma* in said County on the *29th* day
of *June* 19 94, before me personally appeared
Michael R. Dupelle, who being by me first duly sworn, declared that
he is the *President and Clerk* of *Bio-Detek Incorporated*,
that he signed the foregoing document as such *President and Clerk* of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Doreen A. Curran
Notary Public
Nov. 1, 1996, My Commission Expires

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL J. CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

EBD ACQUISITION CORP.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To manufacture, buy, sell, and deal in the medical electrode & supply business and any and all other allied manufactured products and the raw materials thereof, and all articles made or derived therefrom.

To engage in and carry on any other business or other activity in connection with any of the foregoing or to do any other acts or business permitted to a corporation organized under Chapter 156B of Massachusetts General Laws.

89 205078

RECEIVED
JUL 8 11 26 AM '94

C ☐
P ☒
M ☐
R.A. ☐

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

F.C.