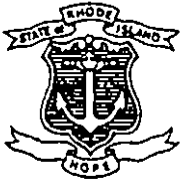


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 103580



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

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:

1. The name of the corporation is Boston Scientific Corporation
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is _____

(If 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.)

4. The date of its incorporation is June 22, 1979 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 _____
1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street)
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is CORPORATION SERVICE COMPANY

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

See attached purpose clause

8. The names and respective addresses of the directors and officers are:

Director See attached list of directors.

Director _____

President See attached list of officers

Vice President OS, 11 61 71 87 400

Secretary _____

Treasurer SECRETARY OF STATE

Address **FILED**

NOV 25 1998

By Cathy 317414

OS, 11 61 71 87 400

SECRETARY OF STATE
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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 |
|------------------|-----------|-------------|--|
| 300,000,000 | Common | (No series) | \$0.01 |
| 25,000,000 | Preferred | (No series) | \$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 |
|------------------|-----------|-------------|--|
| 196,606,287 | Common | (No series) | \$0.01 |
| 0 | Preferred | (No series) | \$0.01 |

11. 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 0.00%; and 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 0.24%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 217,498,296

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 613,455,994

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 1,500,000

16. This application is accompanied by certified copies 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 12/16, 19 97

Boston Scientific Corporation

(Exact Corporate Name of Corporation Making Application)

By [Signature]
☐ President or ☒ Vice President (check one)

Lawrence C. Best

AND

By [Signature]
☒ Secretary or ☐ Assistant Secretary (check one)

Paul W. Sandman

STATE OF Massachusetts
COUNTY OF Middlesex

In Natick, on this 17th day of December, 19 97, personally appeared before me Paul W. Sandman, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public Anne Thompson
My Commission Expires: November 5, 2004

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
Boston Scientific Corporation**

The purpose is to manufacture and sell medical devices. 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 Rhode Island.

Boston Scientific Corporation

Officers

Peter M. Nicholas
Chief Executive Officer and Chairman
One Boston Scientific Place
Natick, MA 01760

Lawrence C. Best, Senior Vice President-
Finance and Admin and Chief Financial Officer
One Boston Scientific Place
Natick, MA 01760

Paul A. LaViolette
Senior Vice President-Non Vascular
One Boston Scientific Place
Natick, MA 01760

Robert G. MacLean, Senior Vice President-
Human Resources
One Boston Scientific Place
Natick, MA 01760

Paul W. Sandman, Senior Vice President,
Secretary and General Counsel
One Boston Scientific Place
Natick, MA 01760

Bruce A. Beauchemin
Vice President, Regulatory Affairs
One Boston Scientific Place
Natick, MA 01760

Lawrence J. Knopf, Vice President and
Assistant Secretary
One Boston Scientific Place
Natick, MA 01760

Stephen F. Moreci,
Vice President
One Boston Scientific Place
Natick, MA 01760

Paul Southworth, Vice President
One Boston Scientific Place
Natick, MA 01760

Lawrence R. Neumann, Director of Taxes
One Boston Scientific Place
Natick, MA 01760

John E. Abele
Founder Chairman
One Boston Scientific Place
Natick, MA 01760

James M. Corbett, Vice President,
President - BSC International
One Boston Scientific Place
Natick, MA 01760

C. Michael Mabrey, Senior Vice President-
Operations
One Boston Scientific Place
Natick, MA 01760

Arthur L. Rosenthal, Senior Vice President
and Chief Development Officer
One Boston Scientific Place
Natick, MA 01760

Michael Berman,
Vice President
One Boston Scientific Place
Natick, MA 01760

Arthur Gates, Vice President-
Corporate Audit and Control
One Boston Scientific Place
Natick, MA 01760

Janet M. Kelly, Vice President
and Treasurer
One Boston Scientific Place
Natick, MA 01760

John A. Rissman, Vice President
and Chief Intellectual Property Counsel
One Boston Scientific Place
Natick, MA 01760

Donald H. Woods, Vice President
One Boston Scientific Place
Natick, MA 01760

Boston Scientific Corporation

Directors

Peter M. Nicholas
One Boston Scientific Place
Natick, MA 01760

John E. Abele
One Boston Scientific Place
Natick, MA 01760

Joseph A. Cifolillo
One Boston Scientific Place
Natick, MA 01760

Charles J. Aschauer, Jr.
One Boston Scientific Place
Natick, MA 01760

Joel L. Fleishman
One Boston Scientific Place
Natick, MA 01760

Nicholas J. Nicholas
One Boston Scientific Place
Natick, MA 01760

Randall F. Bellows
One Boston Scientific Place
Natick, MA 01760

Lawrence L. Horsch
One Boston Scientific Place
Natick, MA 01760

Dale A. Spencer
One Boston Scientific Place
Natick, MA 01760

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BOSTON SCIENTIFIC CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1995, AT 4:30 O'CLOCK P.M.

0874815 8100

981428909



Edward J. Freel

9393748

11-06-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: