

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

ID Number: 110398



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 Fresenius USA Marketing, Inc. (LC) 105277 ok comment attached
- 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 July 26, 1999 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 \_\_\_\_\_

- 6. The address of its proposed registered office in Rhode Island is 10 Weybosett Street  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

- 7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Marketing of Dialysis Products and Services and any other lawful activity.

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

	Name	Address
Director	See attached list of directors.	
Director		
President	See attached list of officers	
Vice President		
Secretary		
Treasurer		

SECRET

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>
3,000	common	(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:

<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 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, 2507.90; 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 4011.90.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 358,301,400

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 898,500

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 448,000,000

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 \$ 1,796,900

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 Dec 29, 19 99

Fresenius USA Marketing, Inc.

(Exact Corporate Name of Corporation Making Application)

By Rice Powell  
 President or  Vice President (check one)

Rice Powell

By Douglas G. Kott AND  
 Secretary or  Assistant Secretary (check one)

Douglas G. Kott

STATE OF Massachusetts  
 COUNTY OF Middlesex

JAN 12 2000

236857

In Lexington, on this 29 day of December, 19 99, personally appeared before me Rice Powell + Doug Kott, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Jeffrey A. Fritz  
 Notary Public Jeffrey A. Fritz  
 My Commission Expires: \_\_\_\_\_



08/03/1999

**Corporate Datasheet**

**BUSINESS:** c/o Fresenius Medical Care North America  
95 Hayden Ave.  
Lexington, MA 02420

**RESIDENTIAL:** 10 CROWN POINT ROAD  
SUDBURY, MA 01776

**DOUGLAS G. KOTT**

**SS Number:** 021-54-2511

**RESIDENTIAL:** 97 Glen Street  
South Natick, MA 01760

**COMMON**

**Number Authorized:** 3,000.00    **Par Value:** \$01  
**Number Issued:** 1,000.00  
**Percent Issued:** 33.33%

<u>Shareholders (Corporations)</u>	<u>Number of Shares</u>	<u>% of Issued</u>	<u>% of Outstanding</u>
Fresenius Medical Care Holdings, Inc.	1,000.00	100.0000%	

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## Fresenius Medical Care

January 10, 2000

On behalf of Fresenius USA Sales, Inc., we hereby give permission to Fresenius USA Marketing, Inc. to use the name "Fresenius USA Marketing, Inc." in the State of Rhode Island.

FRESENIUS USA SALES, INC.

By: Rice Powell  
Name: Rice Powell  
Title: President

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Fresenius Medical Care North America

Corporate Headquarters: Two Ledgemont Center 95 Hayden Avenue Lexington, MA 02420-9192 (781) 402-9000

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 INCORPORATION OF "FRESENIUS USA MARKETING, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 1999, AT 2 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0158890

DATE:

12-22-99