



F01000006195

ACCOUNT NO. : 072100000032

REFERENCE : 444545 5124524

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : *December 4* ~~November 15~~, 2001

ORDER TIME : 11:10 AM

ORDER NO. : 444545-005

CUSTOMER NO: 5124524

CUSTOMER: Ms. Nancy Manganaro
Bei Medical Systems
100 Hollister Road

Teterboro, NJ 07608

01 DEC -4, PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6

FOREIGN FILINGS

BK

NAME: BEI MEDICAL SYSTEMS OPERATING COMPANY.

XXXX QUALIFICATION (TYPE: CO)

800004704438-5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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- 1. BEI Medical Systems Operating Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
- 2. New Jersey 3. 22211674
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. June 07, 1978 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
c/o BEI Medical Systems Company 100 Hollister Road
- 7. Peterboro, NJ 07608
(Principal office address)

(Current mailing address)

Sales of Medical Device To engage in any act or activity for which corporations may be organized.

- 8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

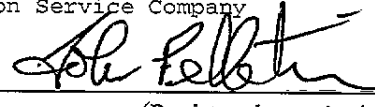
Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

(Registered agent's signature)

John Pelletier, Assistant Vice President

- 11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address:

Vice President:

Address:

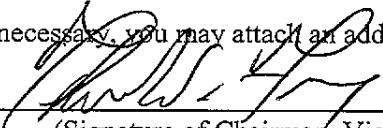
Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas W. Fry, Secretary
(Typed or printed name and capacity of person signing application)



BOARD OF DIRECTORS and OFFICERS

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TALMADGE, FLORIDA

<p>Charles Crocker Chairman of the Board of Directors Chief Executive Officer BEI Technologies, Inc. One Post Street- Suite 2500 San Francisco, CA 94104</p>	<p>Richard W. Turner Director President & Chief Executive Officer BEI Medical Systems Company, Inc. 100 Hollister Road Teterboro, NJ 07608</p>
<p>Gary Wrench Director 3531 Charter Oak Drive Carlsbad, CA 92008</p>	<p>Ralph Richart, M.D. Director Professor of Pathology in Obstetrics & Gynecology College of Physicians & Surgeons Columbia University 630 West 168th Street New York, New York 10032</p>
<p>Lawrence A. Wan, Ph. D. Director President, OpticNet, Inc. 215 East Hacienda Avenue Campbell, CA 95008</p>	<p>Jordan Davis Director Managing Partner, Radius Ventures, LLC One Rockefeller Plaza-Suite 920 New York, NY 10020</p>
<p>Thomas W. Fry Officer V.P. Finance & Administration, Treasurer and Secretary BEI Medical Systems Company, Inc. 100 Hollister Road Teterboro, NJ 07608</p>	<p>Samuel Dickstein Officer BEI Medical Systems Company, Inc. V.P. New Business Development & Technology 100 Hollister Road Teterboro, NJ 07608</p>
<p>John J. Gormally Officer V.P., Sales BEI Medical Systems Company Inc 100 Hollister Road Teterboro, NJ 07608</p>	

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BEI MEDICAL SYSTEMS OPERATING COMPANY
With the Previous or Alternate Name
XYLOG CORPORATION (*Previous Name*)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on June 7, 1978.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

Csc
830 Bear Tavern Rd Ste 305
Trenton, NJ 08628

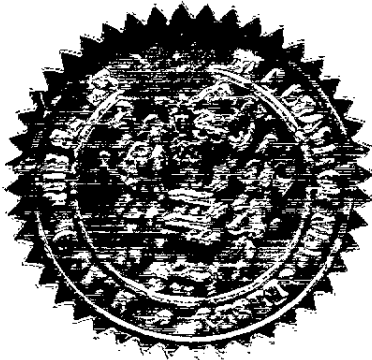
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IN TESTIMONY WHEREOF, I have
*hereunto set my hand and
affixed my Official Seal
at Trenton, this
3rd day of December, 2001*

A handwritten signature in cursive script, reading "Peter R. Lawrance".

Peter R Lawrance
Acting State Treasurer