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(Address)

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CT CORPORATION

May 7, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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03 MAY 7 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5845183 SO
Customer Reference 1: 8267-1
Customer Reference 2:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Secretary of State, Florida:

Please file the attached:

Access CardioSystems, Inc. (DE)
Qualification
Florida

Access CardioSystems, Inc. (DE)
Certificate of Status/Authorization-Foreign
Florida

Access CardioSystems, Inc. (DE)
Cert Copy of Certificate of Authority
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Katrina Forsman

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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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TALLAHASSEE

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STATE OF FLORIDA
TALLAHASSEE


1. Access CardioSystems, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware .3. 04-3550524
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 17, 2000 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.)
7. 150 Baker Avenue Extension, Concord, MA 01742
(Principal office address)
150 Baker Avenue Extension, Concord, MA 01742
(Current mailing address)
8. To engage in the business of designing, manufacturing, distributing and selling emergency defibrillation equipment
(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: C T Corporation System

Office Address: 1200 South Pine Island Road,
Plantation, , Florida 33324
(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.

C T Corporation System
TRACI HOUCK
SPECIAL ASSISTANT SECRETARY

By: 
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Randall Fincke

Address: 150 Baker Avenue Extension, Concord, MA 01742

Director: _____

Address: _____

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B. OFFICERS

President: Randall Fincke

Address: 150 Baker Avenue Extension, Concord, MA 01742

Vice President: _____

Address: _____

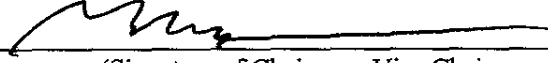
Secretary: Michael B. Elefante

Address: c/o Hemenway & Barnes, 60 State Street, Boston, MA 02109

Treasurer: Randall Fincke

Address: 150 Baker Avenue Extension, Concord, MA 01742

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. Michael B. Elefante, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

The First State

PAGE 1

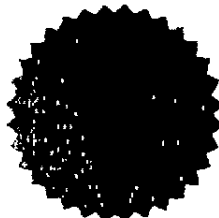
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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACCESS CARDIOSYSTEMS, INC." IS DUELY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
03 MAY -7 AM 8:18
STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2404137

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DATE: 05-07-03