

FI1000000770

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

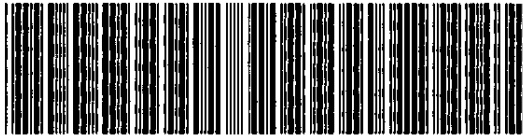
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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FEB 17 PM 2 14

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

11 FEB 17 PM 2:42

DIVISION OF CORPORATIONS

December 2, 2010

TIM KOOPMAN  
BRAINLAB, INC.  
3 WESTBROOK CORPORATE CENTER SUITE 400  
WESTCHESTER, IL 60154

SUBJECT: BRAINLAB, INC.  
Ref. Number: W10000056034

We have received your document for BRAINLAB, INC. and your check(s) totaling \$2070.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6901.

Pamela Smith  
Regulatory Specialist II  
New Filing Section

Letter Number: 710A00028063

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Brainlab, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tim Koopman

Name of Person

Brainlab, Inc.

Firm/Company

3 Westbrook Corporate Center Suite 400

Address

Westchester, IL 60154

City/State and Zip code

us.taxes@brainlab.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lenise White

Name of Person

at ( 708 ) 486-1911

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &  
Certificate of Status

\$78.75 Filing Fee &  
Certified Copy

\$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy



**BrainLAB, Inc.**  
3 Westbrook Corporate Center · Suite 400  
Westchester · IL 60154 · USA

phone: 800 784-7700  
fax: 708 409-1619

brainlab.com

Florida Department of State  
Division of Corporations  
Attn: Pamela Smith  
P.O. Box 6327  
Tallahassee, FL 32314

February 14, 2011

Re: Brainlab, Inc.  
Rejected Filing W10000056034

Dear Ms. Smith,

Our original application was rejected due to our corporate name being unavailable. The company who was previously using "Brainlab, Inc." has subsequently changed their name. Therefore, we are resubmitting our application.

If you have any questions, please contact me at 708-486-1911.

Best regards,

A handwritten signature in cursive script that reads "Lenise White".

Lenise White  
Tax Accountant

lenise.white@brainlab.com

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.

1. Brainlab, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 91-1934839

(FEI number, if applicable)

4. 10/21/1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 8/1/2000

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3 Westbrook Corporate Center Ste 400 Westchester, IL 60154

(Principal office address)

Same as above

(Current mailing address)

8. Sales of medical equipment, software, and services

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

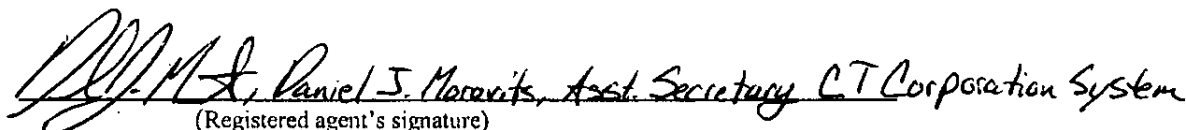
Plantation, Florida 33324

(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.*

  
(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.

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11 FEB 17 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: Sean Clark

Address: 3 Westbrook Corporate Center Ste 400 Westchester, IL 60154

Vice President: Joseph Doyle

Address: Kapellenstr 12, 85622 Feldkirchen, Germany

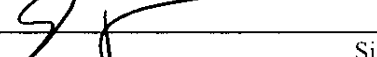
Secretary: Tim Koopman

Address: 3 Westbrook Corporate Center Ste 400 Westchester, IL 60154

Treasurer: Tim Koopman

Address: 3 Westbrook Corporate Center Ste 400 Westchester, IL 60154

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

13.  \_\_\_\_\_  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Tim Koopman Secretary/Treasurer

(Typed or printed name and capacity of person signing application)

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11 FEB 17 PM 2:14  
REGISTRATION DIVISION  
DEPARTMENT OF STATE  
SPRINGFIELD, ILLINOIS

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRAINLAB, INC." IS DULY 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2010.

FILED  
11 FEB 17 PM 2:16  
SECRETARY OF STATE  
DELAWARE

2956429 8300

100971982



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8315487

DATE: 10-27-10