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C T Corporation System  
 Requestor's Name  
 660 East Jefferson Street  
 Address  
 Tallahassee, FL 32301  
 City State Zip Phone

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 \*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Fresenius USA Sales, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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# 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:

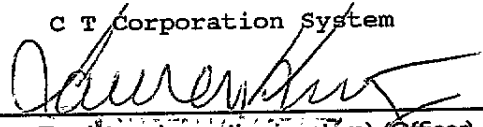
- 1. Fresenius USA Sales, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Massachusetts  
(State or country under the law of which it is incorporated)
- 3. AppliedFor  
(FEI number, if applicable)
- 4. December 8, 1998  
(Date of incorporation)
- 5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
- 6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
- 7. 95 Hayden Avenue, Lexington, Massachusetts 02420  
  
(Current mailing address)

8. To sell health products and services.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:  
  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.*

C T Corporation System  
  
(Registered agent's signature) (Officer)  
SPECIAL ASST. SECRETARY

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 addresses of officers and/or directors:

A. DIRECTORS

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

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

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

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

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

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

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

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

B. OFFICERS

President: see attached list of officers

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

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Treasurer: \_\_\_\_\_

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

\_\_\_\_\_

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

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

14. Rice Powell, President  
(Typed or printed name and capacity of person signing application)

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12/10/1998

**List of Active Officers and Directors**

**Fresenius USA Sales, Inc.**

Director

BEN J. LIPPS  
Roger Stoll

Officer

RICE POWELL  
Ramon Yi  
MARC S. LIEBERMAN  
WILLIAM F. GRIECO

Title

PRESIDENT  
TREASURER  
ASSISTANT TREASURER  
CLERK

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BEN J. LIPPS

BUSINESS: c/o Fresenius Medical Care North America  
95 Hayden Ave.  
Lexington, MA 02420  
Phone: 781-402-9000

RESIDENTIAL: 20 Rowes Wharf  
Unit 609  
Boston, MA 02116  
Fax: 617-951-2195

Roger Stoll

BUSINESS: 95 Hayden Avenue  
Lexington, MA 02420

RESIDENTIAL: 106 Clearview Lane  
New Cannan, CT 06840

RICE POWELL

BUSINESS: 95 Hayden Avenue  
Lexington, MA 02420

RESIDENTIAL: 59 Rocky Brook Road  
North Andover, MA 01845

Ramon Yi

BUSINESS: 95 Hayden Avenue  
Lexington, MA 02420

RESIDENTIAL: 30 Faith Drive  
Derry, NH 03038

MARC S. LIEBERMAN

BUSINESS: c/o Fresenius Medical Care North America  
95 Hayden Ave.  
Lexington, MA 02420  
USA  
Phone: 781-402-9000

RESIDENTIAL: 10 CROWN POINT ROAD  
SUDBURY, MA 01776  
USA

WILLIAM F. GRIECO

BUSINESS: 95 Hayden Avenue  
Lexington, MA 02173

RESIDENTIAL: 115 Marlborough Street  
Boston, MA 02116



*The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

**William Francis Galvin**  
Secretary of the  
Commonwealth

February 23, 1999

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99 FEB - 9 PM 2:39  
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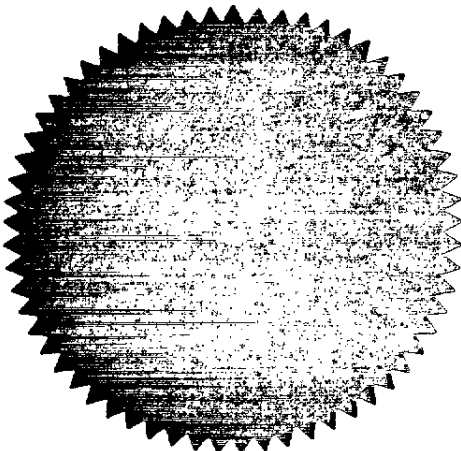
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

**Fresenius USA Sales, Inc.**

is a domestic corporation organized on **December 8, 1998**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

NEM

\* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

\*\* MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

