

F99000004407



ACCOUNT NO. : 072100000032

REFERENCE : 350499 7187691

AUTHORIZATION :

COST LIMIT : \$70.00

Patricia Pizuto

ORDER DATE : August 23, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 350499-005

CUSTOMER NO: 7187691

800002969388--6

CUSTOMER: Mr. Jay Penchina
Bioelectron, Inc.
25 Commerce Drive

Allendale, NJ 07401

FOREIGN FILINGS

NAME: BIOELECTRON, INC.

(5)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: James Guy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 25 PM 1:11

RECEIVED
99 AUG 25 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*BK
8/25/99*

TRANSMITTAL LETTER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 AUG 25 PM 1:11

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Biolecton, 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", 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:

Greg Domico
(Name of Person)

Biolecton, Inc.
(Firm/Company)

25 Commerce Drive
(Address)

Allendale, NJ 07401
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Greg Domico at (201) 760-6400
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 25 PM 1:11

1. Bioelectron, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 2, 1977 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 25 Commerce Drive
Allendale, NJ 07401
(Current mailing address)

8. Selling Medical Devices
(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: 120 Hays Street
Tallahassee, Florida, 32301
(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.

By: Lylina M. White
(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Kimball Chen

Address: 625 Madison Avenue - 11th Floor
New York, NY 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 25 PM 1:11

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Gary Grenter

Address: 25 Commerce Drive
Allendale, NJ 07401

Vice President: Jay Penchina

Address: 25 Commerce Drive
Allendale, NJ 07401

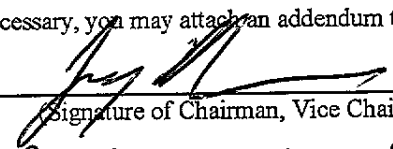
Secretary: _____

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. Jay Penchina - Vice President + CFO
(Typed or printed name and capacity of person signing application)

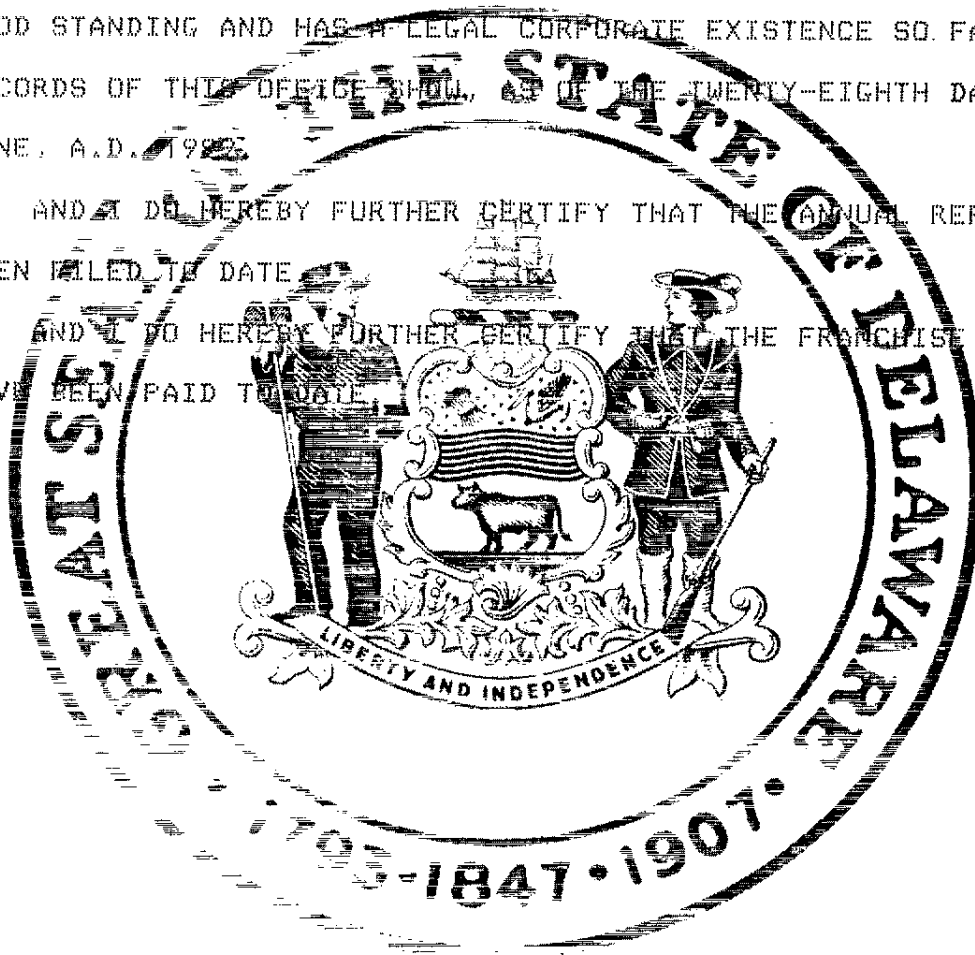
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 25 PM 1:11

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIDLECTRON, 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-EIGHTH DAY OF JUNE, A.D. 1999

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



Edward J. Freel

Edward J. Freel, Secretary of State

9834221 8300

AUTHENTICATION:

9834004

991262767

DATE:

99-08-28-99