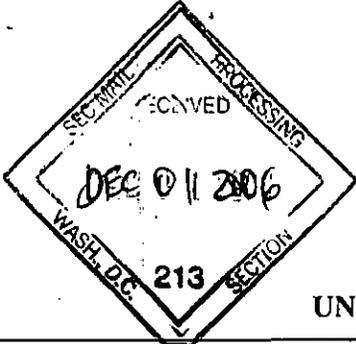


FORM D

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: April 30, 2008  
Estimated average burden  
hours per response



FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (  check if this is an amendment and name has changed, and indicate change.)

**7% Senior Secured Convertible Promissory Notes, Underlying Series E Preferred Stock**  
**Issuable Upon Conversion Thereof**

**PROCESSED**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  **Rule 506**  Section 4(6)  ULOE

**DEC 18 2006**

Type of Filing:  **New Filing**  Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

**THOMSON  
FINANCIAL**

Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)

**TENSYS MEDICAL, INC.**

Address of Executive Offices: (Number and Street, City, State, Zip Code)  
**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Telephone Number (Including Area Code)  
**(858) 552-1941**

Address of Principal Business Operations: (Number and Street, City, State, Zip Code)  
(if different from Executive Offices) **SAME**

Telephone Number (Including Area Code)  
**(858) 552-1941**

Brief Description of Business: **DESIGN, MANUFACTURE, AND MARKET NON-INVASIVE BLOOD PRESSURE MONITORING SYSTEMS**

Type of Business Organization

- corporation  limited partnership, already formed  other (please specify): public limited company  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month **07** Year **97**  Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: **DE**  
CN for Canada; FN for other foreign jurisdiction)

**GENERAL INSTRUCTIONS**

**Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**

**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**ALVIS J. AND MIBS B. SOMERVILLE**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**8 REDWOOD CIRCLE, FELTON, CA 95018-9002**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**GREGORY L. AND JENNIFER F. VOSS**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**405 GLENMONT DRIVE, SOLANA BEACH, CA 92075-1310**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**DONALD MILDER**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**STUART L. GALLANT**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**CHRISTOPHER M. JONES**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**WARREN B. CRAYCROFT**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**BEN TANEN**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**BEAT MERZ**

Business or Residence Address (Number and Street, City, State, Zip Code)

**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**DAVID SWEDLOW**

Business or Residence Address (Number and Street, City, State, Zip Code)

**5825 OBERLIN DRIVE, SUITE 100, SAN DIEGO, CA 92121-3709**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**CROSSPOINT VENTURE PARTNERS 2000 Q, L.P.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**18553 MACARTHUR BOULEVARD, SUITE 400, IRVINE, CA 92612**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**VERSANT VENTURE CAPITAL I, L.P.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**450 NEWPORT CENTER DRIVE, SUITE 380, NEWPORT BEACH, CA 92660**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**HBM BIOVENTURES (CAYMAN) LTD.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**EUCALYPTUS BUILDING, CREWE ROAD, GRAND CAYMAN, CAYMAN ISLANDS**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**EXCELSIOR VENTURE PARTNERS III, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**FIVE PALO ALTO SQUARE, 9<sup>TH</sup> FLOOR, 3000 EL CAMINO REAL, PALO ALTO, CA 94306-2122**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**MALLINCKRODT INC.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**675 McDONNELL BOULEVARD, ST. LOUIS, MO 63042**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... **N/A**
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **N/A**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) N/A

Business or Residence Address (Number and Street, City, State, Zip Code) N/A

Name of Associated Broker or Dealer N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	<b>\$ 2,000,000.00</b>	<b>\$ 2,000,000.00</b>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify) .....	\$ _____	\$ _____
Total.....	<b>\$ 2,000,000.00</b>	<b>\$ 2,000,000.00</b>

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases of the total lines. Enter "0" if answer is "none" or "zero."

Investors	Number of Purchases	Aggregate Dollar Amount
Accredited Investors .....	<u>1</u>	<b>\$2,000,000.00</b>
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only).....	<u>1</u>	<b>\$2,000,000.00</b>

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505..... N/A .....	_____	\$ _____
Regulation A..... N/A .....	_____	\$ _____
Rule 504..... N/A .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Excluded amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$ _____
Printing and Engraving Costs .....	<input type="checkbox"/> \$ _____
Legal Fees .....	<input checked="" type="checkbox"/> \$ <b>25,000.00</b>
Accounting Fees .....	<input type="checkbox"/> \$ _____
Engineering Fees .....	<input type="checkbox"/> \$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ _____
Other Expenses (identify) Finders' fees.....	<input type="checkbox"/> \$ _____
Total .....	<input checked="" type="checkbox"/> \$ <b>25,000.00</b>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....

**\$1,975,000.00**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <b>\$1,975,000.00</b>
Other (specify) _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> <b>\$1,975,000.00</b>

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>TENSYS MEDICAL, INC.</b>	Signature <i>Stuart L. Gallant</i>	Date: <b>NOVEMBER 27, 2006</b>
Name of Signer (Print or Type) <b>STUART L. GALLANT</b>	Title of Signer (Print or Type) <b>CORPORATE SECRETARY</b>	

**ATTENTION**

**Intentional misstatements or omissions of facts constitute federal criminal violations. (See 18 U.S.C. 1001.)**

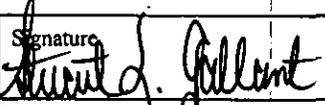
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes    No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person

Issuer (Print or Type) <b>TENSY MEDICAL, INC.</b>	Signature 	Date: <b>NOVEMBER 27, 2006</b>
Name of Signer (Print or Type) <b>STUART L. GALLANT</b>	Title of Signer (Print or Type) <b>CORPORATE SECRETARY</b>	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear types or printed signatures.

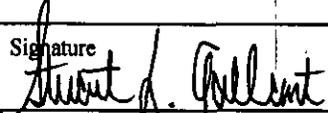
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person

Issuer (Print or Type) <b>TENSY MEDICAL, INC.</b>	Signature 	Date: <b>NOVEMBER 27, 2006</b>
Name of Signer (Print or Type) <b>STUART L. GALLANT</b>	Title of Signer (Print or Type) <b>CORPORATE SECRETARY</b>	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear types or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price Offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO		N	SERIES E PREFERRED - \$2,000,000.00	1	\$2,000,000.00	0	0		

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price Offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

**FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS**

Know all men by these presents:

That the undersigned **TENSYS MEDICAL INC.**, a corporation organized under the laws of the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Tensys Medical, Inc.  
 Attention: Chief Executive Officer  
 5825 Oberlin Drive, Suite 100  
 San Diego, CA 92121-3709

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer or that State as its attorney in that State for receipt of service of process:

<u>STATE</u>	<u>AGENCY</u>	<u>STATE</u>	<u>AGENCY</u>
<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> COLORADO	Securities Commissioner
<input type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> CONNECTICUT	Banking Commissioner
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> DELAWARE	Securities Commissioner
<input type="checkbox"/> ARKANSAS	The Securities Commissioner	<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> FLORIDA	Department of Banking and Finance
<input type="checkbox"/> GEORGIA	Commissioner of Securities	<input type="checkbox"/> MINNESOTA	Commissioner of Commerce
<input type="checkbox"/> GUAM	Administrator, Department of Finance	<input type="checkbox"/> MISSISSIPPI	Secretary of State
<input type="checkbox"/> HAWAII	Commissioner of Securities	<input checked="" type="checkbox"/> MISSOURI	Securities Commissioner

<u>STATE</u>	<u>AGENCY</u>	<u>STATE</u>	<u>AGENCY</u>
_____ IDAHO	Director, Department of Finance	_____ MONTANA	State Auditor and Commissioner of Insurance
_____ ILLINOIS	Secretary of State	_____ NEBRASKA	Director of Banking and Finance
_____ INDIANA	Secretary of State	_____ NEVADA	Secretary of State
_____ IOWA	Commissioner of Insurance	_____ NEWHAMPSHIRE	Secretary of State
_____ KANSAS	Secretary of State	_____ NEW JERSEY	Chief, Securities Bureau
_____ KENTUCKY	Director, Division of Securities	_____ NEW MEXICO	Director, Securities Division
_____ LOUISIANA	Commissioner of Securities	_____ NEW YORK	Secretary of State
_____ MAINE	Administrator, Securities Division	_____ NORTH CAROLINA	Secretary of State
_____ MARYLAND	Commissioner of the Division of Securities	_____ NORTH DAKOTA	Securities Commissioner
_____ MASSACHUSETTS	Secretary of State	_____ OHIO	Secretary of State
_____ MICHIGAN	Administrator Corporation and Securities Bureau, Department of Commerce	_____ OKLAHOMA	Securities Administrator
_____ OREGON	Director, Department of Insurance and Finance	_____ TENNESSEE	Commissioner of Commerce and Insurance
_____ PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process	_____ TEXAS	Securities Commissioner
_____ PUERTO RICO	Commissioner of Financial Institutions	_____ UTAH	Director, Division of Securities
_____ RHODE ISLAND	Director of Business Regulation	_____ VERMONT	Commissioner of Banking, Insurance, Securities and Health Care Administration
_____ SOUTH CAROLINA	Securities Commissioner	_____ VIRGINIA	Clerk, State Corporation Commission
_____ SOUTH DAKOTA	Director of the Division of Securities	_____ WASHINGTON	Director of the Department Licensing
_____ WEST VIRGINIA	Commissioner of Securities	_____ WYOMING	Secretary of State
_____ WISCONSIN	Commissioner of Securities		

Dated this \_\_\_\_\_ day of November, 2006

**TENSYS MEDICAL INC.,**  
a Delaware corporation

By: \_\_\_\_\_

Name: Stuart L. Gallant

Title: Corporate Secretary

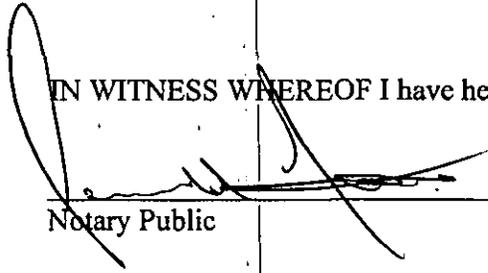
ACKNOWLEDGMENT

STATE OF California )  
 ) ss:  
COUNTY OF San Diego )

On November 27, 2006, before me, PERNELL FOSTER [notary],  
the undersigned officer, personally appeared Stuart Lynn Gallant,

[ ] personally known to me, or  
 proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within  
instrument, and acknowledged that he or she executed the same in his or her authorized capacity, and  
acknowledged that by his or her signature on the instrument the person, or the entity upon behalf of which the  
person acted, executed the instrument.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission expires: 2-12-09

(NOTARIAL SEAL)

