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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ICU Acquisition Co Inc.

DOCUMENT NUMBER: P05000157642

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Massias

(Name of Contact Person)

David S. Massias PLLC

(Firm/ Company)

5186 SW 34th Street

(Address)

Gainesville, FL 32608

(City/ State and Zip Code)

For further information concerning this matter, please call:

Bahram Yusefzadeh

(Name of Contact Person)

at (407) 682-1894

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

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



RECEIVED

06 FEB -8 AM 8:

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2006

DAVID MASSIAS
5186 SW 34 ST
GAINESVILLE, FL 32608

SUBJECT: ICU ACQUISITIONCO INC.
Ref. Number: P05000157642

We have received your document for ICU ACQUISITIONCO INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Conversations with Tracy about Incorporation Status only

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 506A00007016

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ICU ACQUISITIONCO INC.**

FILED
06 JAN 24 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following action was taken by the Incorporator without holding a shareholder meeting or electing the members of the board of directors. The undersigned, pursuant to the provisions of Section 607.1006, Florida Statutes, for the purpose of amending and restating the Articles of Incorporation of ICU AcquisitionCo, Inc., a Florida corporation (the "Corporation"), do hereby adopt the following Amended and Restated Articles of Incorporation (the "Articles") to the Florida Business Corporation Act (the "Act").

**ARTICLE I
NAME**

The name of the Corporation is ICU AcquisitionCo, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 2180 W. State Road 434, Suite 6184, Longwood, Florida 32779.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the Act.

**ARTICLE IV
CAPITAL STOCK**

A. Common Stock.

The aggregate number of shares of common stock which the Corporation shall have authority to issue is 50,000,000 shares amended to consist of: 1,000,000 shares of Class A Common Stock, par value \$0.001 per share (the "Class A Stock"); 10,000,000 shares of Class B Common Stock, par value \$1.00 per share (the "Class B Stock"); 1,000,000 shares of Class C Common Stock, par value \$1.00 per share (the "Class C Stock"); 1,000,000 shares of Class D Common Stock, par value \$1.00 per share (the "Class D Stock"); and 1,000,000 shares of Class E Common Stock, par value \$1.00 per share (the "Class E Stock," and, together with the Class A Stock, Class B Stock, Class C Stock, and Class D Stock, the "Common Stock").

The relative rights, preferences and limitations of each class of Common Stock are as follows:

- (i) Dividends. Holders of the Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore.
- (ii) Voting. At every meeting of the shareholders, each holder of Class A Stock shall be entitled to three (3) votes per share, whether in person or by proxy, for each share of Class A Stock outstanding in his name on the transfer books of the Corporation. Each holder of Class B Stock and Class C Stock shall be entitled to one vote per share, whether in person or by proxy, for each share of Class B stock or Class C Stock outstanding in his name on the transfer books of the Corporation. The holders of Class D Stock and Class E Stock shall have no right to vote at shareholders' meetings, except as provided under the Act. Upon any transfer of the Class A Stock after the date of these articles, other than a transfer to a company or partnership which the holder of the Class A Stock beneficially owns a majority of the economic interest or to a member of the immediate family of the holder of the Class A Stock, such stock shall be converted to Class D Stock.
- (iii) Ranking. The Common Stock shall share ratably in distributions upon liquidation, dissolution or winding up of the Corporation.
- (iv) Conversion Rights. Each share of Class C Stock, Class D Stock and Class E Stock shall be converted into one share of Class B Stock on the effective date of the Initial Public Offering. For the purposes hereof, an "Initial Public Offering" shall mean an initial public offering of the Corporation's capital stock pursuant to a firm commitment underwriting by a recognized regional or national investment bank where the proceeds from the offering total at least \$10,000,000.
- (v) Preemptive Rights. Prior to the Initial Public Offering, each holder of Class A Stock, Class B Stock and Class C Stock shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding of Common Stock, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within fifteen days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of

the issues of shares, and inviting the shareholder to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within fifteen days of receipt of notice from the Corporation. Holders of stock of the Corporation of a class other than Class A Stock, Class B Stock and Class C Stock shall not have any preemptive rights. Upon completion of the Initial Public Offering no holder of stock of the Corporation shall be entitled to preemptive rights.

- (vi) Cumulative Voting. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

B. Preferred Stock.

In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board of Directors, to issue up to 10,000,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"), any part or all of which shares of Preferred Stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Articles, which is effective without shareholder action, and any amendment or supplement thereto (a "Preferred Stock Designation"), in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Class A Stock and Class B Stock and prior to the Initial Public Offering the Class C Stock, voting together as a single class, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock.

ARTICLE V
REGISTERED AGENT

The name and Florida street address of the registered agent is:

David Massias
5186 SW 34th Street
Gainesville, FL 32608

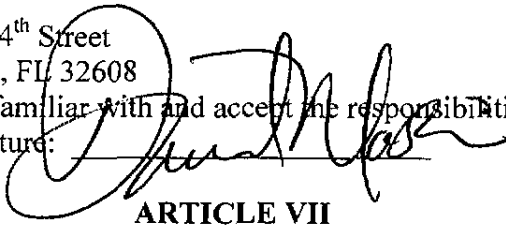
I certify that I am familiar with and accept the responsibilities of registered agent.
Registered Agent Signature: 

ARTICLE VI
NAME OF INCORPORATOR

The name and address of the incorporator is:

David Massias

5186 SW 34th Street
Gainesville, FL 32608

I certify that I am familiar with and accept the responsibilities of registered agent.
Incorporator Signature: 

ARTICLE VII **DIRECTORS**

This Article is amended to provide that the Corporation shall have a maximum of nine directors. The Board of Directors shall be divided into three classes to be known as Class I, Class II, and Class III, which shall be as nearly equal in number as possible. Prior to the Initial Public Offering, of the five directors elected by the holders of the Class A Common Stock, two such directors shall be classified as Class I, two other such directors shall be classified as Class II and the remaining one director shall be classified as Class III. Of the four remaining directors elected by the holders of the Class B Common Stock and Class C Common Stock, two such directors shall be classified as Class I, one such director shall be classified as Class II, and one shall be classified as Class III. Except in case of death, resignation, disqualification, or removal, each director shall serve for a term ending on the date of third annual meeting of shareholders following the annual meeting at which the director was elected; provided, however, that each initial director in Class I shall hold office until the first annual meeting of shareholders after his election; each initial director in Class II shall hold office until the second annual meeting of the shareholders after his election; and each initial director in Class III shall hold office until the third annual meeting of shareholders after his election. Despite the expiration of a director's term, he shall continue to serve until his successor, if there is to be any, has been elected and has qualified. In the event of any increase or decrease in the authorized number of director, the newly created or eliminated directorships resulting from such an increase or decrease shall be apportioned among the three classes of directors so that the three classes remain as nearly equal in size as possible; provided, however, that there shall be no classification of additional directors elected by the Board of Directors until the next meeting of shareholders called for the purposes of electing directors, at which meeting the terms of all such additional directors shall expire, and such additional directors positions, if they are to be continued, shall be apportioned among the classes of directors and nominees therefore shall be submitted to the shareholders for their vote. Upon the completion of the Initial Public Offering, the directors shall be elected by the majority vote of the Class A Stock and the Class B Stock, voting together as a single class.

ARTICLE VIII **ACTION BY WRITTEN CONSENT**

Prior to the Initial Public Offering, any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a

meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Upon completion of the Initial Public Offering, all actions by the shareholders shall be taken at a meeting, with prior notice, and with a vote of the holders of the outstanding stock of each voting group entitled to vote thereon.

ARTICLE IX
VOTING PROVISIONS

Upon completion of the Initial Public Offering, for the following actions by the Corporation to be submitted to the vote of the shareholders, seven out of nine directors must vote in favor of submitting the action to the shareholders:

- (i) sale of substantially all of the assets of the Corporation;
- (ii) liquidation of the Corporation; or
- (iii) the merger, consolidation or reorganization of the Corporation;

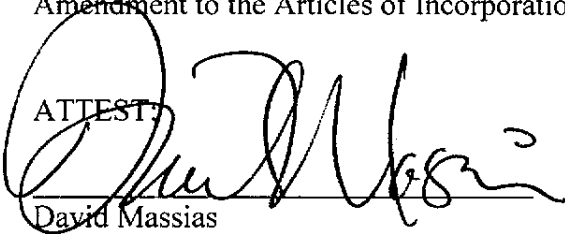
provided, however, that the approval of a merger, consolidation or reorganization of the Corporation shall also require the vote of 66-2/3% of the votes of the Class A Stock and Class B Stock, voting together as a single class.

ARTICLE X
AMENDMENTS

The power to adopt, alter, amend or repeal these Articles shall be vested in the shareholders by majority vote of Class A Stock, Class B Stock, and Class C Stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 19th day of January, 2006.

ATTEST:


David Massias

Registered Agent / Incorporator