

P97000033060

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January 26, 1998

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

400002415694--1
-01/29/98--01028--009
*****35.00 *****35.00

Re: Avid-MSI, Inc.

Dear Madam/Sir:

Enclosed for filing please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of Avid-MSI, Inc., which changes the name to Avid Medical, Inc., along with Avid Medical's check in the amount of \$35.00 to cover the necessary filing fee. Would you please be kind enough to have the copy of the Articles of Amendment file stamped and returned to us in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,

Howard R. Philips

Howard R. Philips

HRP:jma
Enclosures
(Check No. 1089)

FILED
98 JAN 29 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFJ
2-2-98

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AVID-MSI, INC.

FILED
98 JAN 29 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AVID-MSI, INC., a Florida corporation (the "Company"), having filed its Articles of Incorporation with the Florida Department of State on April 10, 1997 (Document No. P97000033060) hereby, pursuant to the provisions of section 607.1006, Florida Statutes, adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the Company is hereby changed to "**Avid Medical, Inc.**", so that from and after the date hereof, Article 1 of the Articles of Incorporation is amended to read as follows:

ARTICLE 1: The name of the corporation (hereinafter called the "Corporation") shall be: **Avid Medical, Inc..**

* * * * *

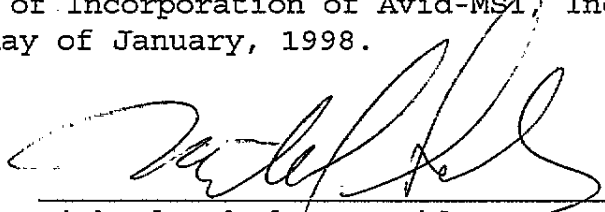
CERTIFICATE OF ADOPTION

(a) The Board of Directors proposed the foregoing amendment and directed that the same be submitted to a vote of shareholders.

(b) The proposed amendment was adopted by the unanimous written consent of the shareholders, which unanimous consent was sufficient for approval and which included a copy of the said proposed amendments, said unanimous consent effective the 1st day of January, 1998.

(c) The Articles of Amendment shall be effective when filed with the Florida Department of State.

IN WITNESS WHEREOF, Avid-MSI, Inc., has caused these Articles of Amendment to the Articles of Incorporation of Avid-MSI, Inc. to be executed as of the 15th day of January, 1998.



Michael Sahady, President