

genzyme
SURGICAL PRODUCTS

DEKNATEL PRODUCT GROUP
SEPPA PRODUCT GROUP
SNOWDEN PENCER PRODUCT GROUP
600 Airport Road
Fall River, MA 02720-4740
508-677-6600

P36072

July 30, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
APR -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madame,

Enclosed please find an Articles of Amendment form for a name change along with a check for \$35.
If you have any questions, I can be reached at (608) 677-6466.

Sincerely,

Ana Medeiros

Ana Medeiros

Enclosure

600002625486--6
-08/26/98--01063--005
*****35.00 *****35.00

~~W98-19964~~

~~W98-21622~~

N/K

2/8

VS APR 6 1999



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

September 1, 1998

ANA MEDEIROS
GENZYME SURGICAL PRODUCTS
600 AIRPORT ROAD
FALL RIVER, MA 02720-4740

SUBJECT: DSP WORLDWIDE INC.
Ref. Number: W98000019964

We have received your document for DSP WORLDWIDE 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):

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 598A00045084

*Rec'd
9/21*



DEKNATEL PRODUCT GROUP
SEPRAL PRODUCT GROUP
SNOWDEN PENCER PRODUCT GROUP
600 Airport Road
Fall River, MA 02720-4740
508-677-6600

September 18, 1998

Florida Department of State
Division of Corporations
Attn.: Velma Shepard
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Shepard,

Enclosed please find the revised Articles of Amendment form for a name change. We are registered with the State of Florida as Deknatel, Inc. and would like this changed to Genzyme Surgical Products, Corp. If you have any questions, I can be reached at (508) 677-6466. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Ana Medeiros".

Ana Medeiros
Finance Department

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 22, 1998

ANA MEDEIROS
GENZYME SURGICAL PRODUCTS
600 AIRPORT ROAD
FALL RIVER, MA 02720-4740

SUBJECT: DEKNATEL, INC.
Ref. Number: P36072

We have received your document for DEKNATEL, 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):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00047923

DIVISION OF CORPORATIONS

99 FEB - 1 PM 1:26

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 1999

ANA MEDEIROS
GENZYME SURGICAL PRODUCTS
600 AIRPORT ROAD
FALL RIVER, MA 02720-4740

SUBJECT: DEKNATEL, INC.
Ref. Number: P36072

We have received your document for DEKNATEL, 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):

You failed to make the correction(s) requested in our previous letter.

As per our phone conversation yesterday the above corporation has had two name changes and must file two amendments, we need a certificate from the home state evidencing the name change for both. See forms for filing the amendments attached.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 299A00005626

*Rec'd 4/5
Div. of Corp.*

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
99 APR -5 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Deknakl Inc.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under laws of

3. October 28, 1991

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. DSP Worldwide, Inc.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

John R. Connolly
Signature

John R. Connolly
Typed or printed name

February 24, 1999
Date

Exec. Vice President
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SNOWDEN-PENCER, INC.", A GEORGIA CORPORATION,

WITH AND INTO "DEKNATEL, INC." UNDER THE NAME OF "DSP WORLDWIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JANUARY, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2270929 8100M

991093913

AUTHENTICATION:

9625444

DATE:

03-12-99

CERTIFICATE OF MERGER

of

SNOWDEN-PENCER, INC.

Into

DEKNATEL, INC.

**(Pursuant to Sections 103 and 252 of the
General Corporation Law of the State of Delaware)**

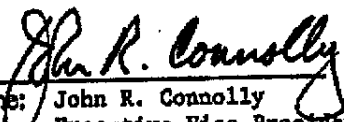
**DEKNATEL, INC., a Delaware corporation (the "Corporation"), DOES HEREBY
CERTIFY:**

1. The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). Snowden-Pencer, Inc. ("SPI") is incorporated pursuant to the Georgia Business Corporation Act.
2. An Agreement and Plan of Merger providing for, among other things, the merger of SPI with and into the Corporation pursuant to Section 252 of the DGCL has been adopted, certified, executed, approved and acknowledged by each of the Corporation and SPI.
3. Deknatel, Inc. shall be the surviving corporation and shall continue to be governed by the DGCL.
4. At the effective time of the Merger, the name of the surviving corporation shall be changed to "DSP Worldwide, Inc." To reflect such change, Article One of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows: "The name of the corporation is "DSP Worldwide, Inc. (hereinafter called the "Corporation")."
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 600 Airport Road, Fall River, Massachusetts. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
6. The authorized capital stock of SPI consists of 100,000 shares of common stock, par value \$.05 per share.

7. The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Deknatel, Inc. has caused this Certificate of Merger to be executed in its corporate name this 30th day of November, 1995.

DEKNATEL, INC.

By: 
Name: John R. Connolly
Title: Executive Vice President