

P34167

CT CORPORATION SYSTEM

811 Dallas Avenue
Suite 1500
Houston, TX 77002
Tel. 713 658 9486
Fax 713 759 1950

FILED
99 NOV 19 AM 10:38
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

800003049768--1
-11/19/99--01067--001
*****35.00 *****35.00

November 15, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: KCI THERAPUTIC SERVICES, INC. name change to KCI USA, INC.
Order #: 1960384

Dear Sir or Madam:

As requested by counsel, we enclose for filing one original and one copy of an Application for Amended Certificate of Authority on behalf of the above named corporation, together with the funds in payment of the required fees. The proper supporting documents are attached. This document should be filed upon receipt.

Evidence of the filing should be returned to me, via regular mail.

Michelle Raszka
C T Corporation System
811 Dallas Avenue, Ste. 1500
Houston, Texas 77002

If you have any questions or if for any reason the filing cannot be effected, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,

Michelle Raszka

Michelle Raszka
Associate Customer Specialist

NC
11-30-99
DTS

mr
Enclosure(s)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
99 NOV 19 AM 10:38
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. KCI THERAPEUTIC SERVICES, INC.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: June 3, 1991

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?

July 29, 1999

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

KCI USA, INC.

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

No Change

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

Dennis E. Noll

Signature
Name and Title

Dennis E. Noll, Secretary

11/9/99

Date

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 AMENDMENT OF "KCI THERAPEUTIC SERVICES, INC.", CHANGING ITS NAME FROM "KCI THERAPEUTIC SERVICES, INC." TO "KCI USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 4:45 O'CLOCK P.M.





Edward J. Freel, Secretary of State

2254913 8100

991484781

AUTHENTICATION: 0080702

DATE: 11-15-99

* *

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

KCI THERAPEUTIC SERVICES, INC.

KCI THERAPEUTIC SERVICES, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation has duly adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and providing for such amendment to be submitted to a vote of the stockholders of the Corporation. The resolution setting forth the proposed amendment is set forth below:

RESOLVED: That Article First of the Certificate of Incorporation of the Corporation be, and it is hereby, amended by changing said Article First to read in its entirety as follows:

"FIRST: The name of the Corporation is KCI USA, Inc."

SECOND: That pursuant to such resolution of the Board of Directors, the holder of all of the issued and outstanding shares of capital stock of the Corporation has signed a written consent approving such resolution in accordance the provisions of Section 228 of the General Corporation Law of Delaware.

THIRD: That said amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation will not be reduced under or by reason of the aforesaid amendment.

FIFTH: This Certificate of Amendment shall be effective at 12:01 a.m., Central Time, on August 1, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Martin J. Landon, its Treasurer, on the 29th day of July, 1999.

KCI THERAPEUTIC SERVICES, INC.
(A Delaware Corporation)

By: Martin J. Landon
Martin J. Landon, Treasurer