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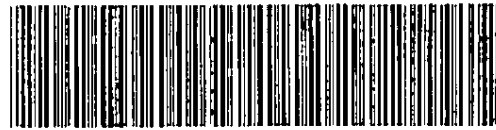
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DIVISION OF REGISTRATIONS  
09 NOV 12 PM 3:40

Roberts NOV 11 2009

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ORBUSNEICH MEDICAL INC.  
Name of Corporation

**DOCUMENT NUMBER:** F99000004304

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRUCE WAYNE JOHNSON  
Name of Contact Person

ORBUSNEICH MEDICAL INC.  
Firm/Company

5363 NW 35TH AVENUE  
Address

FT LAUDERDALE, FL 33309  
City/State and Zip Code

VLEZCANO@ORBUSNEICH.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

VILMA LEZCANO at ( 954 ) 730-0711  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

FLORIDA  
SECRETARY OF STATE  
09 NOV 12 PM 3:40

(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ORBUS MEDICAL TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "ORBUS MEDICAL TECHNOLOGIES, INC." TO "ORBUSNEICH MEDICAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2006, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3075960 B100

060793514

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5005726

DATE: 08-29-06

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:09 PM 08/24/2006  
FILED 06:00 PM 08/24/2006  
SRV 060793514 - 3075960 FILE

**FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ORBUS MEDICAL TECHNOLOGIES, INC.**

**ORBUS MEDICAL TECHNOLOGIES, INC.**, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

**FIRST:** Orbus Medical Technologies, Inc. (the "Corporation") was incorporated on July 28, 1999.

**SECOND:** Pursuant to Sections 242 and 245 of the Delaware General Corporation Law ("Delaware Law"), this Fourth Amended and Restated Certificate of Incorporation amends and restates the provisions of the Corporation's Third Amended and Restated Certificate of Incorporation previously filed with the Delaware Secretary of State on May 5, 2004, which amended and restated the Corporation's Amended and Restated Certificate of Incorporation previously filed with the Delaware Secretary of State on September 22, 1999, which amended and restated the original Certificate of Incorporation of the Corporation filed with the Delaware Secretary of State on July 28, 1999.

**THIRD:** On or about November 7, 2005, all of the issued and outstanding shares of the Corporation's Series A Convertible Preferred Stock, par value \$.01 per share (the "Series A Preferred Stock"), Series B Convertible Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"), Series C Convertible Preferred Stock, par value \$.01 per share (the "Series C Preferred Stock"), Series D Convertible Preferred Stock, par value \$.01 per share (the "Series D Preferred Stock"), and Series E Convertible Preferred Stock, par value \$.01 per share (the "Series E Preferred Stock," and together with the Series A Preferred Stock, the Series B Preferred Stock, the Series C Preferred Stock and the Series D Preferred Stock the "Series A-E Preferred Stock"), were converted into shares of the Corporation's Class A Common Stock, par value \$.01 per share, in accordance with the terms thereof and, as of the date hereof, no shares of Series A-E Preferred Stock are issued and outstanding.

**FOURTH:** On or about April 10, 2006, all of the issued and outstanding shares of the Corporation's non-voting Series F Convertible Preferred Stock, par value \$.01 per share (the "Series F Preferred Stock"), were converted by the holder thereof into 2,649,007 shares of Corporation's Class B Common Stock.

**FIFTH:** The Board of Directors of the Corporation (the "Board of Directors" or the "Board"), pursuant to a meeting held in accordance with Delaware Law and the Corporation's By-Laws, duly adopted resolutions proposing and declaring advisable the amendments to the Certificate of Incorporation of the Corporation set forth below.

**SIXTH:** The text of the Certificate of Incorporation of Orbus Medical Technologies, Inc. hereby is amended and restated to read in its entirety as follows:

1. The name of the Corporation is OrbusNeich Medical, Inc.
2. The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent in the State of Delaware at such address is The Corporation Trust Company.
3. The Corporation is to have perpetual existence.
4. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law as the same exists or may hereafter be amended ("Delaware Law").
5. The total number of shares the Corporation shall have the authority to issue is 150,000,000 shares, consisting of (i) 100,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock") and (ii) 50,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

Immediately prior to the filing of this Fourth Amended and Restated Certificate of Incorporation of the Corporation, an aggregate of 16,610,991 shares of the Corporation's Class A Common Stock, par value \$.01 per share (the "Old Class A Common Stock"), are issued and outstanding and an aggregate of 2,649,007 shares of the Corporation's non-voting Class B Common Stock, par value \$.01 per share (the "Old Class B Common Stock") are issued and outstanding

6. Effective as the time of the filing of this Fourth Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Effective Time"), each share of Old Class A Common Stock and Old Class B Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time shall, by virtue of the effectiveness of this Fourth Amended and Restated Certificate of Incorporation and without any further action on the part of the Corporation or its stockholders, be reclassified as and deemed to be an outstanding, fully paid and non-assessable share of Common Stock. Each certificate that, immediately prior to the Effective Time, represented shares of either Old Class A Common Stock or Old Class B Common Stock shall, from and after the Effective Time and without the necessity of presenting the same of exchange, represent the number of shares of Common Stock in which the shares of Old Class A Common Stock or Old Class B Common Stock represented by such stock certificate were reclassified pursuant hereto; provided, that each person holding of record a stock certificate or certificates that represented shares of Old Class A Common Stock or Old Class B Common Stock shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled under the foregoing reclassification.

7. The Board of Directors is authorized, subject to any limitations prescribed by the laws of the State of Delaware, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a Certificate of Designation pursuant to the applicable laws of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may also be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to a certificate or certificates establishing a series of Preferred Stock.

Except as otherwise expressly provided in any Certificate of Designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Section 5, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or *pari passu* with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

8. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of stockholders may be dispensed with and such action may be taken with the written consent of stockholders having not less than the minimum percentage of the vote required by statute for the proposed corporate action or such higher percentage of the vote than may be required by this Certificate of Incorporation, provided that prompt notice shall be given to non-consenting stockholders of the taking of corporate action without a meeting and by less than unanimous consent.

9. Notwithstanding anything to the contrary contained in this Certificate of Incorporation, cumulative voting for the election directors is prohibited.

10. The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of the Corporation whether now or hereafter authorized.

11. The business of the Corporation shall be managed under the direction of the Board of Directors except as otherwise provided by law. The number of directors of the Corporation shall never be less than two (2). Election of directors need not be by written ballot unless the By-laws of the Corporation so provide.

12. a. The Corporation shall indemnify any person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation or

is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b. This Corporation shall indemnify any person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such other court shall deem proper.

c. To the extent that a director, officer, employee or agent of a corporation (and the heirs, executors or administrators of such person) has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in subsections 12(a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

d. Any indemnification under subsections 12(a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections 12(a) and (b). Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.



e. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in Section 145 of Delaware Law. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

f. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The Corporation shall be permitted to enter into contracts directly with its officers and directors providing the maximum indemnity and relief from liability permitted under Delaware Law.

g. This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 12.

13. No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (i) for any breach the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Delaware Law or any amendment thereto or success provision thereto or (iv) for any transaction from which the director derived an improper personal benefit. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of filing this amendment with the Secretary of State of Delaware. Neither the amendment nor repeal of this Section 13, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Section 13 shall eliminate or reduce the effect of this Section 13 in respect of any matter occurring, or any cause of action, suit or claim but for this Section 13 would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

14. The private property or assets of the stockholders of the Corporation shall not, to any extent whatsoever, be subject to the payment of debts of the Corporation.

15. Elections of directors need not be by written ballot, unless otherwise provided in the By-laws of the Corporation.

16. In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Delaware Law, or other laws of the State of Delaware, the board of directors is expressly authorized (i) to make, alter, or repeal the By-laws of the Corporation or to adopt new By-laws except as otherwise provided in the By-Laws adopted by the Corporation's stockholders; (ii) to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation; and (iii) to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and reduce any such reserve in the manner in which it was created.

17. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.

**SEVENTH:** This Fourth Amended and Restated Certificate of Incorporation of the Corporation set forth above was duly approved and adopted in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

NO. 7032 P. 2

Robert J. Cottone, Jr.  
Director and Vice President