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October 30, 1998

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

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-11/02/98--01022--001
*****87.50 *****43.75

Re: Articles of Amendment


Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Surgical Technologies International, Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/mf
Enclosures

cc: Rupert A. Staudner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SURGICAL TECHNOLOGIES INTERNATIONAL, INC.**

Pursuant to the provisions of the Florida Statutes, on October 8, 1998 the sole shareholder and the sole director of Surgical Technologies International, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions on behalf of the Corporation:

RESOLVED: That the authorized capital of the Corporation should be changed to 10,000,000 shares of common stock, \$0.01 par value per share.

RESOLVED: That the Corporation's registered agent/registered office should be changed to Mark H. Mirkin, Esq., c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

RESOLVED: That the Articles of Incorporation as filed with the Secretary of State of Florida on February 7, 1984 should be amended to reflect the foregoing resolutions.

NOW, THEREFORE, in accordance with the foregoing resolutions

1. Article III is hereby amended to read as follows:

The total number of shares which the Corporation is authorized to issue is 10,000,000 shares of common stock, \$0.01 par value per share.

2. Article IV is hereby amended to read as follows:

The street address of the registered office of the Corporation is c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

IN WITNESS WHEREOF, the President of the Corporation, has adopted and submitted this instrument this 9th day of October, 1998.



Laszlo Fazekas, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for Surgical Technologies International, Inc. at c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.


Mark H. Mirkin, Esq.