

FEB-09-00 WED 04:02 PM

Division of Corporations

H79448

FAX NO.

P. 01

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Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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FILED
00 FEB 10 AM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BASIC AMENDMENT

LEISEGANG MEDICAL, INC.

RECEIVED
00 FEB -9 PM 4:19
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	05 05
Estimated Charge	\$43.75

Restated Articles w/ NAME CHANGE

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Corporate Filing

Public Access Help

2-10-00

FEB-09-00 WED 04:03 PM

FAX NO.

P. 02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 2000

LEISEGANG MEDICAL, INC.
6401 CONGRESS AVE
BOCA RATON, FL 33487US

SUBJECT: LEISEGANG MEDICAL, INC.
REF: H79448

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

THE INCORPORATOR WAS NOT DAVID R. POKROSS, JR. IT WAS IN FACT - CHARLES L. RUFFNER.

THERE IS NO NEED TO MENTION THE INCORPORATOR AT ALL, IN RESTATED ARTICLES.

PLEASE TITLE THIS DOCUMENT "RESTATED ARTICLES OF INCORPORATION."

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000005935
Letter Number: 500A00006710

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

February 8, 2000

LEISEGANG MEDICAL, INC.
6401 CONGRESS AVE
BOCA RATON, FL 33487US

SUBJECT: LEISEGANG MEDICAL, INC.
REF: H79448

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Articles of Amendment.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

THE AMENDMENT MUST BE SIGNED BY AN INCORPORATOR IF ADOPTED BY THE INCORPORATORS OR BY A DIRECTOR IF ADOPTED BY THE DIRECTORS.

OR

IF ADOPTED BY SHAREHOLDERS THE CHAIRMAN, ANY VICE CHAIRMAN OF THE BOARD OF DIRECTORS, ITS PRESIDENT, OR ANOTHER OF ITS OFFICERS MUST SIGN.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000005935
Letter Number: 600A00006352

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RFB 1/28/00
70350.1

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
LEISEGANG MEDICAL, INC.

FILED
00 FEB 10 AM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEISEGANG MEDICAL, INC., a corporation under Chapter 607 Florida Statutes hereby adopts the following restatement of its original Articles of Incorporation, filed with the Florida Secretary of State on September 24, 1985, and amended on December 31, 1985.

1. The name of the corporation is Leisegang Medical, Inc.
2. The Articles of Incorporation of the Corporation are hereby restated in their entirety in the form annexed hereto as Exhibit A.
3. Such amendment and restatement was approved by the written consent of the Board of Directors of the Corporation on January 24, 2000 and approved by the written consent of the sole shareholder of the outstanding stock of the Corporation on January 31st, 2000, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement as of the 31st day of January, 2000, and does hereby certify that the facts stated in these Articles of Restatement are true and correct.

Leisegang Medical, Inc.

By: 

Name:

John D. Barlow

Its:

President

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PMB/RBLACK

RFH 1/28/00
70350.1

EXHIBIT "A"
RESTATED
ARTICLES OF INCORPORATION
OF
LEISEGANG MEDICAL, INC.

1. The name of the corporation is LMI Dissolution Corp. (the "Corporation").
2. The street address of the principal office of the Corporation is 6401 Congress Avenue, Boca Raton, Florida 33487, and the mailing address of the principal office of the Corporation is the same.
3. The Corporation shall have the authority to issue 100,000 shares of Common Stock, par value \$.01 per share.
4. The name and street address of the registered agent of the corporation in the State of Florida is Angell Corporate Services, Inc., 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.

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RFB 1/28/00
70350.1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

LMI DISSOLUTION CORP., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 31st day of January, 2000.

ANGELL CORPORATE SERVICES, INC.

By: 

Jonathan E. Cole, President

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