

Aug. 14, 2000 4:02PM

No. 2001 PaP. 1052

P00000062107

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MED STREAM, INC.

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

DC
9/15/00

Amended & Restated
Articles

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ARTICLES OF AMENDMENT TO AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF
MED STREAM, INC.

No.2001
FILED
00 SEP 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Robert Nelson, as Incorporator of MED STREAM, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby file the Corporation's Articles of Amendment to and Restatement of its Articles of Incorporation (the "Amendment") pursuant to written action taken by holders of record of all of the issued and outstanding shares of the Corporation's single class of capital stock, and each states that such restatement contains amendments requiring shareholder approval and the number of such shares represented by those holders voting in favor of such amendments and of the restatement of the Corporation's Articles of Incorporation was sufficient for their respective approval by the Corporation's shareholders:

1. The current Articles of Incorporation of the Corporation are hereby amended in their entirety and, as so amended, restated to read as follows:

ARTICLES OF INCORPORATION
OF
MED STREAM, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is MED STREAM, INC. and its principal office and mailing address is 19113 Crooked Lane, Lutz, Florida 33549.

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ARTICLE II

Commencement of Corporate Existence

The corporation was organized effective as of June 23, 2000, the date that the Articles of Incorporation were filed with the Florida Department of State.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 5,000,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

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ARTICLE V

Initial Registered Office and Agent

The street address of the registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the registered agent of the corporation at such address is Randy K. Sterns.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Robert Nelson	19113 Crooked Lane Lutz, FL 33549

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in

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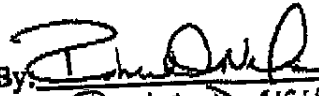
§607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

2. The foregoing amendments to and restatement of the Corporation's Articles of Incorporation were duly adopted by written consent of the holders of a majority of the shares of the Corporation's single class of capital stock, in accordance with the provisions of Section 607.0704, Florida Statutes, and, by operation of subsection (5) thereof, not in contravention of the requirements of §§607.1003 or .1007, Florida Statutes, the initial such consent being dated and received by the Corporation on September 14, 2000, and the consent providing the required majority in interest authorization for the proposed action being dated and received on September 14, 2000, without any such consents being revoked within the intervening period.

3. These Articles of Amendment to and Restatement of the Corporation's Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles on September 14, 2000.

MED STREAM, INC.

By: 
Name: ROBERT D. NELSON
Its: PRESIDENT

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

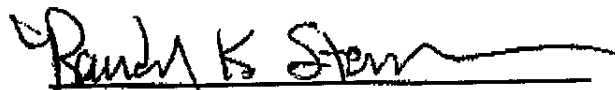
Pursuant to the provisions of §§48.091 and 607.0502, Florida Statutes, MED STREAM, INC., hereby designates Randy K. Sterns, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

MED STREAM, INC.

By: 
Name: ROBERT D. NELSON
Its: PRESIDENT

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Randy K. Sterns

210398.1

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