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April 23, 2002

*Benjamin  
Biomedical, Inc.*

To: FL. Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

From: Joe Morrison

000005349730--1  
-04/25/02--01076--011  
\*\*\*\*105.00 \*\*\*\*105.00

Re: New Filing: Synergy Surgical International, Inc.

Enclosed please find an original and two (2) copies of the Articles of Incorporation and a check for \$105.00 covering the cost of filing (\$70.00) and 2 certified copies (2x \$8.75) and 2 Certificates of Status (2 x \$8.75).

Also enclosed is a pre-paid fed-ex return envelope for your convenience. Thank you for your help. Please call me if you have any questions.

Best Regards,

Joe Morrison

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 25 PM 12:31

3125 Tyrone Boulevard, St. Petersburg, Florida 33710  
Phone (727) 343-5503 • Fax (727) 343-4637

BR 5/1  
W-12425

**ARTICLES OF INCORPORATION**  
**OF**  
**SYNERGY SURGICAL INTERNATIONAL, INC.**

ARTICLES OF INCORPORATION of SYNERGY SURGICAL INTERNATIONAL, INC, herein subscribed by the undersigned, who hereby create, identify, and otherwise commence the perpetual existence of an association under the Florida Business Corporation Act, Chapter 607 of the laws of the State of Florida.

**ARTICLE I – NAME**

The name of the Corporation shall be:

SYNERGY SURGICAL INTERNATIONAL, INC.

**ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3125 TYRONE BLVD.  
ST. PETERSBURGH, FL 33710

**ARTICLE III – SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is TWENTY THOUSAND (20,000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

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STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 APR 25 PM 12:31

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**ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

WILLIAM J. MORRISON  
3125 TYRONE BLVD.  
ST. PETERSBURG, FLORIDA 33710

**ARTICLE V – INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

WILLIAM J. MORRISON  
3125 TYRONE BLVD.  
ST. PETERSBURG, FLORIDA 33710

**ARTICLE VI – PURPOSE**

The general nature of the business to be transacted by this corporation is any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, all powers and privileges enumerated and conferred upon corporations generally under Chapter 607 Florida Statutes as same may be amended from time to time.

**ARTICLE VII – INDEMNITY OF DIRECTORS AND OFFICERS**

Any person(s) made a party to any action, suit or proceeding by reason of the fact that such persons(s), such person(s) testator, or intestator, is or was a director, officer or employee of the corporation, or any other corporation who served as such at the request of the within corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, except in relation to matters where it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence

or misconduct in the performance of corporate duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions herein. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken in reliance and good faith upon the financial statements of the corporation or the officer having authority over the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution such director considers the assets to be of ample value.

#### **ARTICLE VIII – BYLAWS AND STOCKHOLDERS AGREEMENT**

The stockholders of the corporation shall have the sole power to adopt, amend or repeal bylaws for the management of the corporation by the Board of Directors. By stockholders agreement or bylaws the corporation may restrict the transfer or encumbrance of any or all of the corporation's stock, including, but not limited to, the provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interest in the corporation.

#### **ARTICLE IX – AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement

manifesting the intention that a certain amendment to the Articles of Incorporation be made.

**ARTICLE X – SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

**ARTICLE XI – EFFECTIVE DATE**

The Effective Date of incorporation will be: April 23, 2002.

IN WITNESS WHEREOF, the Articles of Incorporation have been executed, acknowledged, and approved by the undersigned Incorporators, created under the laws of the State of Florida, and forthwith submitted to the Florida Department of State, Division of Corporations, on the 24<sup>th</sup> day of April, 2002.

William J. Morrison  
WILLIAM J. MORRISON, Incorporator

Having been named as a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated the 24<sup>th</sup> day of April, 2002.

William J. Morrison  
WILLIAM J. MORRISON, Registered Agent