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PREFERRED MEDICAL DEVICES, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PREFERRED MEDICAL DEVICES, INC.,
a Florida corporation**

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned officer of Preferred Medical Devices, Inc., a Florida corporation (the "Corporation") certifies that:

1. The name of the Corporation is "Preferred Medical Devices, Inc."
2. The Corporation's articles of incorporation (the "Articles of Incorporation") were filed with the Florida Department of State on December 2, 2002 under Document No. PU2000127648, and have not previously been amended.
3. These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's shareholders, by written consent, on February 15, 2006, pursuant to Florida Statute Section 607.0704. The number of shares consenting to these Amended and Restated Articles of Incorporation in each voting group were sufficient for approval by the shareholders.
4. The Articles of Incorporation are amended as follows:
 - (a) Article III is amended, and restated as Article V, to (i) increase the number of authorized shares of common stock to ten million (10,000,000) shares, par value \$.001 per share, (ii) split each one (1) issued and outstanding share of the Corporation's common stock into three thousand six hundred (3,600) shares, and (iii) authorize a new class of equity stock of the Corporation, to wit: preferred stock, par value \$.001 per share, of which 5,000,000 shares are authorized, and which may be issued in classes or series as set forth in these Amended and Restated Articles of Incorporation.
 - (b) The Articles of Incorporation are further amended to add indemnification and other matters as specified therein.
5. There are no discrepancies between the provisions of the Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation, other than the inclusion of the foregoing amendments and the omission of matters and terminology of historical interest.
6. The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is Preferred Medical Devices, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 6400 Congress Avenue, Suite 2800, Boca Raton, Florida 33487.

**ARTICLE III
PURPOSE**

The purpose of the Corporation shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV
DURATION**

The Corporation shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved in accordance with the provisions of the Florida Business Corporation Act. On dissolution of the Corporation, the corporate property and assets shall, after payment of all debts of the Corporation and subject to any preferential rights, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE V
CAPITAL STOCK**

Authorized Shares

The total number of shares of capital stock which the Corporation is authorized to issue is fifteen million (15,000,000), of which ten million (10,000,000) shares are common stock, par value \$.001 per share ("Common Stock"), and five million (5,000,000) shares are preferred stock, par value \$.001 per share ("Preferred Stock").

Common Stock Split

Upon the filing with the Florida Department of State of these Amended and Restated Articles of Incorporation, each one (1) issued and outstanding share of Common Stock of the Corporation shall thereby and thereupon be divided into three thousand six hundred (3,600) shares of validly issued, fully paid and non-assessable shares of Common Stock.

Each person or entity who, as of the date of the filing of these Amended and Restated Articles of Incorporation, held of record any issued and outstanding shares of Common Stock shall receive, upon surrender of such person's or entity's certificate(s) for such Common Stock

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to the Corporation's president, secretary or other authorized agent, a new stock certificate(s) to evidence and represent the number of shares of post-split Common Stock to which such person is entitled after the filing of these Amended and Restated Articles of Incorporation. Unexchanged stock certificates will, after this stock split, represent the number of shares of post-split Common Stock into which the pre-split Common Stock represented by such certificate was divided. The holders of unexchanged stock certificates will not be entitled to receive any dividends or other distributions, if any, payable by the Corporation after the date of filing of these Amended and Restated Articles of Incorporation with respect to their shares of post-split Common Stock until they surrender their certificates representing pre-split Common Stock to the Corporation; and such dividends and distributions, if any, will be accumulated and, at the time of such surrender, all such unpaid dividends and distributions will be paid without interest.

Subject to the provisions of any applicable law, these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, or any future amendments thereof, the holders of outstanding shares of post-split Common Stock shall exclusively possess the voting power for the election of directors and for all other matters to be approved by the Corporation's shareholders, each holder of record of shares of post-split Common Stock being entitled to one vote for each share of post-split Common Stock standing in his name on the books of the Corporation.

Preferred Stock

The Board of Directors may issue Preferred Stock from time to time in one or more series or classes with such distinctive designations as may be stated in the resolution or resolutions providing for the issuance of such stock from time to time adopted by the Board of Directors. The resolution or resolutions providing for the issuance of shares of a particular series or class shall fix, subject to applicable law, the designations, rights, preferences and limitations of the shares of each such series or class. The authority of the Board of Directors with respect to each series or class shall include, but not be limited to, determination of the following:

- (a) the number of shares constituting such series or class, including the authority to increase or decrease such number, and the distinctive designation of such series or class;
- (b) the dividend rate of the shares of such series or class, whether the dividends shall be cumulative and, if so, the date from which they shall be cumulative, and the relative rights of priority, if any, of payment of dividends on shares of such series or class;
- (c) the right, if any, of the Corporation to redeem shares of such series or class and the terms and conditions of such redemption;
- (d) the rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series or class;

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(e) the voting power, if any, for such series or class and the terms and conditions under which voting power may be exercised; and without limiting the generality of the foregoing, any special voting preferences, such as the right to elect a majority, or other specified portion, of the members of the Corporation's Board of Directors;

(f) the obligation, if any, of the Corporation to retire shares of such series or class pursuant to a retirement or sinking fund or funds of a similar nature or otherwise and the terms and conditions of such obligation;

(g) the terms and conditions, if any, upon which shares of such series or class shall be convertible into or exchangeable for shares of stock of any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(h) any other rights, preferences or limitations of the shares of such series or class.

ARTICLE VI INDEMNIFICATION

1. The Corporation shall have the power to indemnify its directors, officers, agents and employees to the full extent allowed by law, including, without limitation, pursuant to the Florida Business Corporation Act, and/or pursuant to the operative provisions in the Corporation's Bylaws.

2. The Corporation shall indemnify, or advance expenses, to the fullest extent authorized or permitted by the Florida Business Corporation Act, to any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise.

3. The indemnification provided in this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or otherwise.

4. Any repeal or modification of this Article VI or any repeal or modification of the relevant provisions of the Florida Business Corporation Act shall not in any way diminish these rights to indemnification of, or advances to any person indemnified hereunder, or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeal or modification.

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**ARTICLE VII
AFFILIATED TRANSACTIONS**

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the registered agent of this Corporation is Edgar Otto, 6400 Congress Avenue, Suite 2800, Boca Raton, Florida 33487.

The written acceptance of the registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is attached hereto.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles to be executed this 15th day of February, 2006.

Preferred Medical Devices, Inc.

By: _____

Name: _____

Title: _____

Edgar Otto
Chairman

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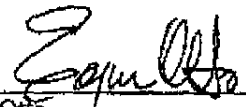
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Registered Agent of the Corporation, and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: February 15, 2006



Edgar Otto
Registered Agent

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