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**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
ESL MEDICAL CORP.  
Document No. P07000128113**

**FILED**  
2008 APR 25 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The amendment being effected hereby was duly adopted and approved on April 24, 2008.
2. The provisions of Article 4 of the Articles of Incorporation are hereby deleted in their entirety and the following inserted in lieu thereof:

**ARTICLE 4**

**Capital Stock**

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of Class A, voting common stock, par value \$.01 per share (the "Voting Common Stock"), and 10,000,000 shares of Class B, nonvoting common stock, par value \$.01 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting.

(i) The entire voting power of this corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

(ii) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

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(d) Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the proceeding paragraph.

3. The amendments stated herein were adopted by the directors and shareholders.

The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of **ESL MEDICAL CORP.** has been duly executed by a duly authorized officer of such corporation this 24<sup>th</sup> day of April, 2008.

ESL MEDICAL CORP.

By   
Steven Ashe, President

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