Division of Corporations Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H080000869163)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations

Fax Number

: (850)617-6381

From:

Account Name

: YOUR CAPITAL CONNECTION, INC.

Account Number : 120000000257

: (850)224-8870

Fax Number

Phone

: (850)224-7047

## FLORIDA PROFIT/NON PROFIT CORPORATION

INTERNATIONAL SURGICAL TECHNOLOGY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

08 APR -4 PM 3: 09

NO. 5586 P. 2

08 APR -4 AM 11: 28

## ARTICLES OF INCORPORATION

OF T

SECRETARY OF STATE TALLAHASSEE. FLORIDA

## INTERNATIONAL SURGICAL TECHNOLOGY, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

- 1. NAME. The name of the corporation is INTERNATIONAL SURGICAL TECHNOLOGY, INC..
  - 2. **DURATION.** The period of its duration is perpetual.
- 3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically for the development, sales and service of technology.
- 4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
- 5. INITIAL REGISTERED OFFICE AND AGENT. The principal place of business shall be 411 7<sup>th</sup> Street, Suite 8, West Palm Beach, Florida 33401, and the registered agent shall be PETER S. BROBERG, whose office is 223 Peruvian Avenue, Palm Beach, Florida 33480.
- 6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>office</u>	<u>ADDRESS</u>
Richard J. Connaughton	Pres./Dir.	411 7th Street, Suite 8 West Palm Beach, FL 33401
Dragana N. Connaughton	Sec./Treas./Dir.	411 7 <sup>th</sup> Street, Suite 8 West Palm Beach, FL 33401

- 7. DIRECTOR QUORUM AND VOTING. One Hundred (100%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the directors shall be the act of the Board of Directors.
- B. DIRECTOR CONFLICT OF INTEREST. No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable-for this reason alone or by reason alone-that such-director-ordirectors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.
- 9. ACTIONS REQUIRING ONE HUNDRED (100%) PERCENT APPROVAL. The Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease pledge, or create a security interest in, any or all of the property and assets of the corporation for the purposes of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise. In addition, One Hundred (100%) percent approval is required to engage in any business.
- 10. MEETINGS BY CONFERENCE TELEPHONE. Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.
- 11. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of One Hundred (100%) percent of the directors is necessary to accomplish the amendment or repeal.
- 12. SHAREHOLDER QUORUM AND VOTING. One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is Peter S. Broberg, 223 Peruvian Avenue, Palm Beach, Florida 33480.

INWITNESSWH 2 of Incorporation this	異保証のF, the und	ersigned Inc	corporator has ex-	ecuted these Articles
of Incorporation this $\_\_$	day	/ of <u><del>/</del></u> ∆	<u> </u>	, 2008.
		• •		

PETER S. BROBERG

Incorporator

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared PETER S. BROBERG and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath.

of \_\_\_\_\_\_\_\_, 2008.

NOTARY PUBLIC

My Commission Expires:

ANNE M. MORGAN
MY COMMISSION & DD 399175
EXPIRES: March 5, 2009
Sanded Thu Nesury Pass Undomnibre

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance-with-said-Aot:

First — That INTERNATIONAL SURGICAL TECHNOLOGY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 411 7th Street, Suite 8, West Palm Beach, Florida 33401, and has named PETER S. BROBERG, located at 223 Peruvian Avenue, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Rv

PETER S. BROBER

"Resident Agent"