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10 APR 16 AM 10:05  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LEADING MEDICAL PRODUCTS, INC.**

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Restated  
Articles  
@ 4/19/10

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Help

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is LEADING MEDICAL PRODUCTS, INC.

2. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

It is hereby certified that:

1. The annexed Restated Articles of Incorporation contains an amendment to the Articles of Incorporation of the corporation requiring shareholder approval.

2. Article IV of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.

3. The date of adoption of the aforesaid amendment was April 12, 2010.

4. Only one voting group of shareholders was entitled to vote on the said amendment and restatement.

5. The number of votes cast for the said amendment and restatement by said voting group of shareholders was sufficient for the approval thereof.

\* \* \* \* \*

6. The effective time and date of these Articles of Restatement shall be April , 2010 .

Executed on April , 2010 .

LEADING MEDICAL PRODUCTS, INC.

By: Michael Shane

Name: Michael Shane

Title: President

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION  
OF  
LEADING MEDICAL PRODUCTS, INC.**

The undersigned delivers these Restated Articles of Incorporation under the Florida Business Corporation Act.

**ARTICLE I  
Name**

The name of the Corporation shall be LEADING MEDICAL, INC.

**ARTICLE II  
Principal Office**

The principal office of the Corporation is located at c/o Michael B. Shane, Sherb & Co., 1900 NW Corporate Boulevard, Suite E210 Boca Raton, FL 33431 and its mailing address is the same.

**ARTICLE III  
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V  
Authorized Stock**

The total number of shares of stock which the Corporation shall have authority to issue is fifty one million (51,000,000) which shall consist of (i) fifty million (50,000,000) shares of common stock, \$.01 par value per share (the "Common Stock"), and (ii) one million (1,000,000) shares of preferred stock, \$.01 par value per share (the "Preferred Stock"). Of the Fifty Million shares of Common Stock, Forty Nine Million (49,000,000) shall initially be designated as Class A Common Stock and One Million (1,000,000) shall be designated as Class B Common Stock.

PART A

10 APR 16 AM 10:05  
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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA

### COMMON STOCK

- 1) Except as provided in clause (3) below with respect to voting rights, each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment.
- 2) Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by the Florida Business Corporation Act, the holders of Common Stock shall have exclusively all other rights of stockholders including, but not by way of limitation, (i) the right to receive dividends, when, as and if declared by the Board of Directors out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation remaining after payment to the holders of the Preferred Stock of the specific amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the Corporation as herein provided.
- 3) Each holder of shares of Class A Common Stock shall be entitled to one vote for each share of such Common Stock held by such holder. Each holder of shares of Class B Common Stock shall be entitled to two hundred (200) votes for each share of such Common Stock held by such holder. Voting power with respect to all classes of securities of the Corporation shall be vested solely in the Common Stock, other than as specifically provided in the Corporation's Articles of Incorporation, as it may be amended, or any resolutions adopted by the Board of Directors pursuant thereto, with respect to the Preferred Stock.

### PART B PREFERRED STOCK

Authority is hereby vested in the Board of Directors of the Corporation to provide for the issuance of Preferred Stock and in connection therewith to fix by resolution providing for the issue of such series, the number of shares to be included and such of the preferences and relative participating, optional or other special rights and limitations of such series, including, without limitation, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the Florida Business Corporation Act.

Without limiting the generality of the foregoing paragraph, the authority of the Board of Directors with respect to each series of Preferred Stock shall include, without limitation, the determination of any of the following matters:

- a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- b) the rights of holders of shares of such series to receive dividends thereon

and the dividend rates, the conditions and time of payment of dividends, the extent to which dividends are payable in preference to, or in any other relation to, dividends payable on any other class or series of stock, and whether such dividends shall be cumulative or noncumulative;

- c) the terms and provisions governing the redemption of shares of such series, if such shares are to be redeemable;
- d) the terms and provisions governing the operation of retirement or sinking funds, if any;
- e) the voting power of such series, whether full, limited or none;
- f) the rights of holders of shares of such series upon the liquidation, dissolution or winding up of, or upon distribution of the assets of, the Corporation;
- g) the rights, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, any other class of stock, or of any series thereof, and the prices or rates for such conversions or exchanges, and any adjustments thereto; and
- h) any other preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions of such series.

The shares of each series of Preferred Stock may vary from the shares of any other series of Preferred Stock as to any of such matters.

#### ARTICLE VI Initial Officers and Directors

The initial director of the Corporation is Michael B. Shane with an address at Sherb & Co., 1900 NW Corporate Boulevard, Suite E210 Boca Raton, FL 33431

The initial officer of the Corporation is Michael B. Shane, as President, with an address at Sherb & Co., 1900 NW Corporate Boulevard, Suite E210 Boca Raton, FL 33431

#### ARTICLE VII Registered Office and Registered Agent

The name and Florida street address of the registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

## ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

NameAddress

Marc G. Rosenberg

McLaughlin & Stern, LLP  
260 Madison Avenue  
New York, New York 10016

## ARTICLE IX

Lack of Preemptive Rights

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

## ARTICLE X

Indemnification

The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

ARTICLE XI

Liability of Directors

The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act as the same may be amended and supplemented.