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Division of Corporations

GUNSTER

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FLORIDA PROFIT/NON PROFIT CORPORATION

Oculus Surgical, Inc.

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**ARTICLES OF INCORPORATION
OF
OCULUS SURGICAL, INC.
(A Florida For Profit Corporation)**

The undersigned, for the purposed of forming a Corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the Corporation is OCULUS SURGICAL, INC. (the "Corporation").

Article II

Duration and Existence

The Corporation shall exist perpetually.

Article III

Purpose

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

Article IV

Principal Office and Mailing Address

The initial principal office address of the Corporation is 562 NW Mercantile Place, Suite 105, Port St Lucie, Florida 34996.

The initial mailing address of the Corporation is 562 NW Mercantile Place, Suite 105, Port St Lucie, Florida 34996.

Article V

Capital Stock

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

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Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2 Biscayne Boulevard, Suite 3400, Miami, Florida 33131, and the name of the initial registered agent of the Corporation at that address is GY CORPORATE SERVICES, INC.

Article VII

Directors

The Corporation shall have four (4) initial directors. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The name and address of the initial directors of the Corporation are:

Rainer Kirchhubei (Chairman)
Munchholzhauser Str. 29
35582 Wetzlar
Germany

Christian Kirchhubei
Munchholzhauser Str. 29
35582 Wetzlar
Germany

Steffan Adamowicz
Munchholzhauser Str. 29
35582 Wetzlar
Germany

Ronald B. Gilliland
562 NW Mercantile Place, Ste. 105
Port St Lucie, FL 34996

Article VIII

Incorporator

The name and street address of the incorporator of the Corporation are:

ADI RAPPOPORT
c/o Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401

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Article IX

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

Article X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 17th day of April, 2012.



ADI RAPPOPORT, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, GY CORPORATE SERVICES, INC. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY CORPORATE SERVICES, INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY CORPORATE SERVICES, INC. is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC.

By: 

Michael V. Mitrione, v.p.

Dated: April 17, 2012.

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