

P36072

Ana Medeiros

Requestor's Name
Genzyme Surgical Products
600 Airport Road

Address

Fall River, MA 02720-4740
City/State/Zip Phone #

300002829719--1
-04/05/99--01001--021
****35.00 ****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
99 APR -5 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Date 2nd

N/C

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

25

VS APR 6 1999

Examiner's Initials

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DSP Worldwide, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of
3. October 28, 1991 Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 24, 1997
5. Genzyme Surgical Products Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
_____ New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
_____ New Jurisdiction

John R. Connolly
Signature

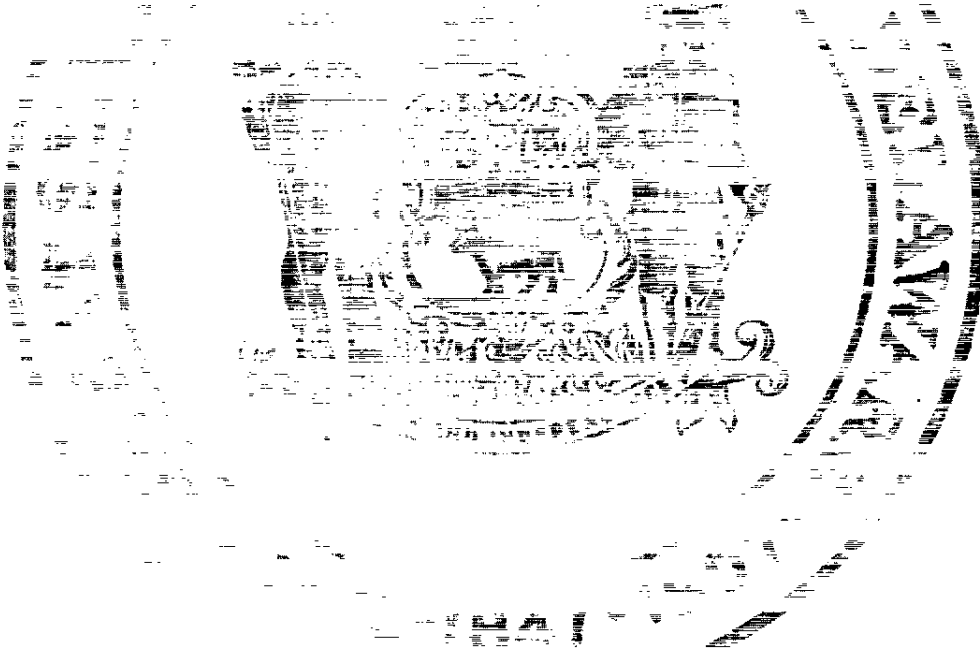
John R. Connolly
Typed or printed name

December 1, 1998
Date

Executive Vice President
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DSP WORLDWIDE, INC.", CHANGING ITS NAME FROM "DSP WORLDWIDE, INC." TO "GENZYME SURGICAL PRODUCTS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1997, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2270929 8100

981483237

AUTHENTICATION: 9516070

DATE: 01-12-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

DSP Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of DSP Worldwide, Inc. be amended by changing the Article One thereof so that, as amended, said Article shall be and read as follows:

“The name of the Corporation is Genzyme Surgical Products Corporation.”

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said DSP Worldwide, Inc. has caused this certificate to be signed by John R. Connolly, its Executive Vice President, this 21st day of October, 1997.

DSP Worldwide, Inc.

By: John R. Connolly
John R. Connolly
Executive Vice President

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