



THE UNITED STATES
CORPORATION
COMPANY

P 940000.25556

ACCOUNT NO. : 072100000032

REFERENCE : 213372 7121462

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 87.50

ORDER DATE : January 7, 1997

ORDER TIME : 1:55 PM

ORDER NO. : 213372-005

CUSTOMER NO: 7121462

CUSTOMER: Ricardo A. Salas, Secretary
National Medical Systems, Inc.
Suite 100
3001 N. Rocky Point Drive East
Tampa, FL 33607

100002049671--6

DOMESTIC AMENDMENT FILING

NAME: NATIONAL MEDICAL SYSTEMS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS: _____

Amendment
1-10-97
DE

FILED
97 JAN 10 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



97 JAN 10 AM 8:26
FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

January 8, 1997

CSC - RICHARD WHITTAKER

TALLAHASSEE, FL

SUBJECT: NATIONAL MEDICAL SYSTEMS, INC.
Ref. Number: P94000025556

RESUBMIT

Please give original
submission date as file date.

We have received your document for NATIONAL MEDICAL SYSTEMS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connel
Corporate Specialist

Letter Number: 397A00000861

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL MEDICAL SYSTEMS, INC.**

FILED
97 JAN -7 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

National Medical Systems, Inc., a corporation organized and existing under the laws of the State of Florida, in order to amend its Amended and Restated Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The amendment to the amended and Restated Articles of Incorporation being effected hereby is to add to the existing Article III of the Amended and Restated Articles of Incorporation that which is set forth on Exhibit A hereto, which Exhibit A specifies the preferences, limitations and relative rights of the Convertible Redeemable Preferred Stock.

2. This amendment to the Amended and Restated Articles of Incorporation was approved and adopted pursuant to Section 607.1005, Florida Statutes, on the 20th day of June, 1996, by a written action of the entire Board of Directors of this corporation which was sufficient to approve the amendment and no stockholder action was required.

3. This amendment to the Amended and Restated Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, these Articles of Amendment to the Amended and Restated Articles of Incorporation of this corporation has been executed as of this 27TH day of DECEMBER, 1996.

ATTEST:

NATIONAL MEDICAL SYSTEMS, INC.

(CORPORATE SEAL)


Secretary/Director

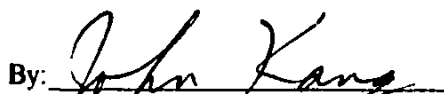
By: 
John Kang, President/Director

Exhibit A

RESOLVED, that pursuant to the authority vested in the Board of Directors (the *Board*) by the Articles, the Board does hereby create, establish, designate and authorize the issuance of a series of the Preferred Stock to be known as "Convertible Redeemable Preferred Stock," par value \$1.00 per share, such series to consist of 100,000 shares of authorized but unissued Preferred Stock, and subject to the Articles, as amended from time to time (which provisions, if there is a conflict between them and any provision hereof, shall control), does hereby state and fix the designations, preferences, voting rights, conversion rights and relative, participating, option and other rights of the shares of such series and the qualifications, limitations and restrictions thereof as follows:

1. **DESIGNATION AND NUMBER.** The distinctive designation of such series is "Redeemable Preferred Stock" (the *Preferred Stock*), and such series shall consist of 100,000 shares.

2. **RANK** Except as otherwise provided herein or in the Certificate of Incorporation, the Preferred Stock shall, with respect to rights upon liquidation, dissolution or winding up of the affairs of the Company, whether voluntarily or involuntarily (*Liquidation*) and with respect to certain dividend rights (as described herein), rank senior to all other equity securities of the Company currently outstanding, including the Company's Common Stock, par value \$0.01 per share (*Common Stock*). All of such equity securities of the Company (whether now existing or hereafter created) to which the Preferred Stock ranks senior in order of preference as to dividends or as to payment or distribution of assets upon liquidation, dissolution or winding up of the affairs of the Company are collectively referred to as *Junior Securities*.

3. **DIVIDENDS.**

(a) The holders of outstanding shares of Preferred Stock (the *Holders*) shall be entitled to receive, when, as and if declared by the Board of Directors, dividends payable at a rate per annum equal to 8% of the Liquidation Preference (as defined in Section 4(a)) of such shares, commencing on January 1, 1997, payable on the first day of each quarter, with the first such payment to be made on April 1, 1997 (each such ending date of each such period is referred to as a *Dividend Payment Date*); *provided, however*, that if any such date is a Saturday, Sunday or legal holiday, then such dividend shall be payable on the first immediately succeeding day which is not a Saturday, Sunday or legal holiday (a *Business Day*). Each such dividend shall be fully cumulative and shall accrue (whether or not declared and whether or not the Company shall have funds legally available for the payment of such dividends), without interest. Dividends shall accumulate on a daily basis without regard to the occurrence of a Dividend Payment Date or the declaration of any dividend.

(b) Dividends on the Preferred Stock shall be paid to the holders of record as they appear on the stock register of the Company on the applicable record date fixed by the Board of Directors. If the funds of the Company legally available for the payment of dividends shall be insufficient for the payment of the entire amount of the dividends payable on any Dividend Payment Date with respect to the outstanding shares of Preferred Stock, the amount of such legally available funds shall be allocated for the payment of dividends with respect to the outstanding shares of Preferred Stock *pro rata* based upon the Liquidation Preference of such outstanding shares.

(c) Dividends on account of unpaid arrearages on the Preferred Stock may be declared and paid at any time, without reference to any regular Dividend Payment Date, to

holders of record as they appear on the stock register of the Company on the applicable record date fixed by the Board of Directors.

(d) Holders shall be entitled to receive the dividends provided for in Sections 3(a) and 3(b) in preference to and in priority over all dividends upon Junior Securities. So long as any shares of Preferred Stock are outstanding, the Company shall not declare, pay or set apart for payment any dividend on any Junior Securities or make any distribution in respect thereof, either directly or indirectly, and whether in cash, obligations or shares of the Company or other property (other than distributions or dividends payable in Junior Securities to the holders of Junior Securities and payments of cash in lieu of fractional shares in connection therewith), unless, prior to or concurrently with such declaration, payment, setting apart for payment or distribution, as the case may be, all accumulated and unpaid dividends on shares of the Preferred Stock shall have been or be paid or declared and a sum sufficient for the payment of all dividends to accrue through December 31, 1997 have been set apart for payment. Subject to the foregoing provisions of this Section 3 and the other provisions of this Resolution and the Company's Certificate of Incorporation (the *Certificate*), the Board of Directors may also declare and the Company may pay or set apart for payment dividends and other distributions on Junior Securities or any warrants, rights, calls or options exercisable for or convertible into Junior Securities, and the holders of the shares of the Preferred Stock shall not be entitled to share therein.

4. LIQUIDATION PREFERENCE.

(a) Upon any Liquidation of the Company, after payment or provision for payment by the Company of its debts and other liabilities each Holder shall be entitled to be paid out of the assets of the Company available for distribution to its stockholders an amount in cash equal to the sum of (i) \$5.00 for each outstanding share of Preferred Stock held by such Holder (such per share amount is referred to herein as the *Liquidation Preference*) plus (ii) an amount in cash equal to the sum of all accumulated and unpaid dividends on each such share to the date fixed for such distribution, before any payment shall be made or any assets distributed to the holders of outstanding Junior Securities in respect of such Liquidation; and the Holders shall not be entitled to any further payment. If the net assets of the Company are insufficient to pay in full the respective preferential liquidation payments payable to the holders of outstanding shares of Preferred Stock and the outstanding shares of any other class or series of stock of the Company ranking on a parity with the Preferred Stock in order of preference as to distributions upon a Liquidation of the affairs of the Company, then the entire net assets of the Company shall be distributed ratably among the Holders and holders of all outstanding shares of such parity stock in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment of such amounts in full.

(b) Written notice of any Liquidation stating a payment date and the place where the distributable amounts shall be payable, shall be given by mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the Holders, if any, at their respective addresses as the same shall appear on the books of the Company.

(c) For this Section 4, neither the sale, conveyance, exchange, lease or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Company nor the consolidation or merger of the Company with or into one or more corporations (each a *Reorganization Event*) shall be deemed to be a Liquidation unless such Reorganization Event shall be in connection with a Liquidation of the Company's business.

5. VOTING RIGHTS.

(a) Holders of Preferred Stock shall be entitled to the voting rights on all matters and in the same manner as the holders of Common Stock are entitled to vote, voting with the holders of Common Stock as a single class, in addition to such voting rights as are expressly provided by Florida law.

(b) The Company shall not amend, alter or repeal any provision of the Certificate so as to affect adversely the rights, powers or preferences of the shares of Preferred Stock without the approval of the Holders of at least two-thirds of the outstanding shares of Preferred Stock, voting separately as a class and with one vote per share, in person or by proxy, either in writing without a meeting, or at an annual meeting of stockholders or a special meeting of stockholders called for the purpose. An amendment which increases the number of authorized shares of preferred stock, or which creates another series of the preferred stock shall not require the approval of the holders of the Preferred Stock.

6. *Redemption at the Holder's Option.*

(a) From and after January 1, 1997, the holders of all Preferred Stock shall have the right to give written notice to the Company of its election to cause the Company to redeem all, and only all, of the Preferred Stock outstanding by paying in cash therefor the sum of the Redemption Price per share plus any accrued and unpaid dividends through the Redemption Date.

(b) Notice of the request to redeem the Preferred Stock pursuant to Section 6(a) shall be mailed to each Company not more than 60 days nor less than 20 days prior to the date on which such redemption is to be made. On or after the date fixed for redemption, the holder or holders of shares all Preferred Stock shall surrender the certificate or certificates for such shares to the Company and shall thereupon be entitled to receive payment of the redemption price. If the redemption notice is duly given and if sufficient funds are available therefor on the date fixed for redemption, then, whether or not the certificates evidencing the shares to be redeemed are surrendered, all right with respect to such shares shall terminate on the date fixed for redemption, except for the right of the holders to receive the redemptive price, without interest, on surrender of their certificates therefor.

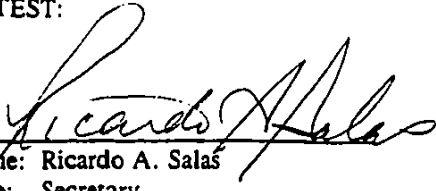
7. *Conversion.*

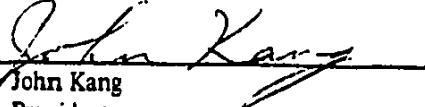
The holders of the outstanding shares of Preferred Stock shall have the right to convert the Preferred Stock into the Company's Common Stock, without the payment of any additional consideration by the holders of such outstanding shares of Preferred Stock at the rate of one share of Preferred Stock for one share of Common Stock, subject to adjustment as to the number of shares of Common Stock into which the Preferred Stock is convertible for any dilution of the Common Stock caused by the issuance hereafter of any shares of Common Stock or other securities of the Company convertible or otherwise exercisable into shares of Common Stock of the Company including, without limitation, stock splits, recapitalizations and secular transactions. Notwithstanding the foregoing in the event of a "Change of Control" the holders of the Preferred Stock shall be entitled to convert each share of Preferred Stock into a share of Common Stock of the Company or any successor to the Company. Change of Control for purposes hereof shall be deemed to have occurred if, after the date hereof, any person not currently the holder of more than 50% of the Company's Common Stock, is or becomes the beneficial owner, directly or indirectly, of securities of the Company representing more than 50% of the combined voting power of the Company's then outstanding securities.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designations of Preferred Stock, to be duly executed by its President and attested to by its Secretary.

ATTEST:

NATIONAL MEDICAL SYSTEMS, INC.

By: 
Name: Ricardo A. Salas
Title: Secretary

By: 
Name: John Kang
Title: President