

Division of Corporations

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P940000 47520

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Kim Novak

Account Name : BARNETT, BOLT, KIRKWOOD & LONG

Account Number : 072731001155

Phone : (813) 253-2020

Fax Number : (813) 251-6711

BASIC AMENDMENT

DIAGNOSTIC INSTRUMENT GROUP, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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 DIVISION OF CORPORATIONS

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SECOND AMENDED ARTICLES OF INCORPORATION
OF
DIAGNOSTIC INSTRUMENT GROUP, INC.

By unanimous action of all Shareholders and all member of the Board of Directors, by a written consent dated February 19, 1999, the undersigned make, subscribe and acknowledge and file with the Secretary of State of the State of Florida, these Amended Articles of Incorporation for DIAGNOSTIC INSTRUMENT GROUP, INC., Florida corporation number P94000047520 in accordance with the laws of the State of Florida, the original Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE I

NAME

The name of this corporation shall be:

DIAGNOSTIC INSTRUMENT GROUP, INC.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

Craig E. Behrenfeld, Esq.
Florida Bar No. 964750
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
(813) 253-2020
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(1) To transact, conduct, carry on, operate and engage in the business of acquisition, marketing, sale or lease of ophthalmic and medical equipment and supplies, all related activities, and all things subsidiary, ancillary, and necessary, or convenient for carrying out and in effect the purposes and objects hereof and related hereto.

(2) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.

(3) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and chooses of action of all kinds, both as principal and as agent; to also buy and sell liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; to also act as agent or trustee of persons and corporation in any and all other matters which can be solicited, negotiated, operated and carried on by an agent.

(4) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States, or qualified to do business in any other state of the United States, or subsequently belonging to the United Nations or qualified to do business in any such nation. To purchase, hold, sell, and transfer shares of its own capital stock provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital; and

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provided further that shares of its own capital stock owned by the corporation shall not voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(5) To act as fiscal agent for others, to lend money on notes, bonds, mortgages and commercial securities of all kinds, and while the owner of stock in a corporation, to exercise all the rights of stockholder therein, to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages, and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(6) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable at a specific times or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(7) To acquire, enjoy, utilize or dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder to manufacture, sell and distribute at wholesale or retail all such articles covered by any such patents, copyrights or trademarks.

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(8) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments thereto in any state of the United States of America.

(9) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary of incidental to the protection or benefit of the corporation; and in addition to the specific powers herein enumerated, have any and all rights, powers and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE IV

CAPITAL STOCK

A. The Corporation is authorized to issue two classes of shares to be designated, respectively, Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Capital Stock that the Corporation is authorized to issue is twenty-one thousand seventy (21,070). The total number of shares of Preferred Stock is five thousand six hundred eighty five (5,685) and the total number of shares of Common Stock is fifteen thousand three hundred eighty five (15,385). The Preferred Stock shall have a par value of \$1.00 per share and the Common Stock shall have a par value of \$1.00 per share.

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B. The Preferred Stock shall be divided into series. The first series shall consist of three hundred (300) shares and is designated "Series A Preferred Stock". The second series shall consist of five thousand three hundred eighty five (5,385) shares and is designated "Series B Preferred Stock".

C. The powers, preferences, rights, restrictions and other matters relating to the Series A Preferred Stock, Series B Preferred Stock and the Common Stock are as follows:

1. Dividends.

(a) The holders of the Series A and Series B Preferred Stock shall be entitled to receive dividends at the rate of \$90.00 and \$75.209 per share cumulatively, payable quarterly (as adjusted for any stock dividends, combinations, or splits with respect to such shares) per annum respectively, payable out of funds legally available therefor. Such dividends shall be due and payable when, as, if declared by the Board of Directors (the "Board of Directors").

(b) No dividends (other than those payable solely in the Common Stock of the Corporation) shall be paid on any Common Stock of the Corporation during any fiscal year of the Corporation until dividends in the total amount of ninety dollars (\$90.00) per share (as adjusted for any stock dividends, combinations or splits with respect to such shares) on the Series A and in the amount of seventy five and two hundred nine thousandths (\$75.209) Series B Preferred Stock, shall have been paid or declared and set apart during that fiscal year.

2. Liquidation Preference.

(a) In the event of the liquidation, dissolution or winding up of the corporation, either voluntary or involuntary, (a "Liquidation Event") the holders of the Series A

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Preferred Stock will be entitled to receive out of the assets of the corporation, for each share of the Series A Preferred Stock then held by them, prior and in preference to any distribution to the holders of the Series B Preferred Stock and the Common Stock, an amount per share equal to One thousand dollars plus any amount of dividends accrued and unpaid at the time of the Liquidation Event ("Series A Preferential Amount"). If upon the occurrence of such event the assets and funds available for distribution among the holders of the Series A Preferred Stock are insufficient to permit the payment to such holders of the full preferential amount provided above, then the entire assets and funds of the corporation legally available for distribution to the holders of the Series A Preferred Stock will be distributed ratably among the holders of the Series A Preferred Stock in proportion to the shares of the Series A Preferred Stock held by each such holder. In the event of a Liquidating Event and after payment has been made to the holders of the Series A Preferred Stock of the full amounts to which they will be entitled as aforesaid, the holders of Series B Preferred Stock shall be entitled to receive out of the assets of the corporation for each share of the Series B Preferred Stock then held by them, prior and in preference to any distribution to the holders of the Common Stock, an amount per share equal to the sum of \$835.655 plus an amount equal to the amount of dividends accrued but unpaid at the time of Liquidating Event. If upon the occurrence of such event the assets and funds available for distribution among the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full preferential amount provided above, then the entire assets and funds of the corporation legally available for distribution to the holders of the Series B Preferred Stock will be distributed ratably among the holders of the Series B Preferred Stock in proportion to the shares of the Series B Preferred Stock held by each such holder. After payment has been made to the holders of the Series B Preferred Stock of the full amounts to which they will be

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entitled as aforesaid, any remaining assets will be distributed ratably among the holders of the corporation's Common Stock.

(b) Mergers. A liquidation, dissolution or winding up for the purpose of this paragraph includes a sale of all or substantially all of the assets of the corporation and a merger or consolidation of the corporation with or into any other corporation or corporations where the shareholders of the corporation immediately prior to such event do not retain more than a fifty percent (50%) interest in the successor entity or its parent; provided that the holders of Series A Preferred Stock, the Series B Preferred Stock and Common Stock shall be paid in cash or in securities received or in a combination thereof (which combination shall be in the same proportions as the consideration received in the transaction). Any securities to be delivered to the holders of the Series A Preferred Stock, Series B Preferred Stock and Common Stock upon a merger, reorganization or sale of substantially all the assets of the corporation shall be valued as follows:

(i) if traded on a securities exchange, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the 30-day period ending three (3) business days prior to the closing;

(ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three (3) business days prior to the closing; and

(iii) if there is no active public market, the value shall be the fair market value thereof as mutually determined by the board of directors of the corporation and the holders of not less than a majority of the outstanding shares of Series A Preferred Stock, and the holders

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of not less than a majority of the outstanding shares of Series B Preferred Stock, each group of holders voting separately, provided that if the board of directors of the corporation, the holders of a majority of the outstanding shares of Series A Preferred Stock and the holders of the Series B Preferred Stock are unable to reach agreement, then by independent appraisal by an investment banker hired and paid by the corporation, but acceptable to the holders of a majority of the outstanding shares of Series A Preferred Stock and the holders of a majority of the outstanding shares of the Series B Preferred Stock, each group of holders voting separately.

3. Redemption of Series A Preferred Stock.

The Class A Preferred Stock may be called for redemption, in whole, at any time after September 1, 2002 and at any time thereafter, upon order of the Board of Directors, at a price per share equal to an amount equal to \$1,000 plus accrual of unpaid dividends (the "Redemption Price"). In case of any redemption, notice of redemption and redemption date shall be delivered to each holder of Series A Preferred Stock at the last known address for such holder as listed in the records of the corporation. On or after such redemption date, the stock so called for redemption shall cease to be entitled to any dividends, interest or right in the corporation, and shall be entitled only to the amount of the Redemption Price.

4. Conversion of the Series B Preferred Stock. The holders of Series B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series B Preferred Stock shall be convertible into share(s) of Common Stock without the payment of any additional consideration by the holder thereof and, at the option of the holder thereof, at any time after the date of issuance of such shares of Series B Preferred Stock, at the office of the corporation or any transfer agent for the Series B Preferred Stock. Each share of Series B Preferred Stock shall be

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convertible into the number of fully paid and nonassessable shares of Common Stock which results from dividing the Conversion Price (as hereinafter defined) per share in effect for the Series A Preferred Stock at the time of conversion into the per share Conversion Value (as hereinafter defined) of such series of Preferred Stock. The initial Conversion Price per share of the Series B Preferred shall be \$835.655 and the Conversion Value per share of the Series B Preferred Stock shall be \$835.655. The Conversion Price of the Series B Preferred shall be subject to adjustment from time to time as provided below. The number of shares of Common Stock into which a share of a Series B Preferred Stock is convertible is hereinafter referred to as the "Conversion Rate" of such series. The initial Conversion Rate of Series B Preferred Stock to Common Stock, prior to any adjustment hereunder, shall be 1:1. On or after such conversion date, the Series B Preferred Stock shall cease to be entitled to any dividends, interest or right in the Corporation, and the holder of the Series B Preferred Stock shall be entitled only to the shares of Common Stock as provided in this Section 4(a).

(b) Automatic Conversion. Each share of Series B Preferred Stock shall automatically be converted into shares of Common Stock at its then effective Conversion Rate immediately upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock which values the corporation at \$75 million or more and results in the aggregate proceeds to the corporation of at least \$20 million.

(c) Mechanics of Conversion Before any holder of Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock he shall give ninety days prior notice to the Corporation during which time the Corporation may exercise the Conversion Redemption Rights provided in sub paragraph (d), and he shall surrender the certificate or

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certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Series B Preferred Stock and shall give written notice to the corporation at such office that he elects to convert the same (except that no such written notice of election to convert shall be necessary in the event of an automatic conversion pursuant to Section 3(b) hereof). The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series B Preferred Stock to be converted (except that in the case of an automatic conversion pursuant to Section 3(b) hereof such conversion shall be deemed to have been made immediately prior to the closing of the offering referred to in Section 3(b) and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date).

(d) Conversion Redemption Right. If a holder of Series B Preferred Stock gives the notice of redemption required in subparagraph (c) for a period of ninety days from such notice, the Corporation may call for redemption of the Series B Preferred Stock of such holder upon order of the Board of Directors, at a price per share equal to an amount equal to \$835.655 plus accrued but unpaid dividends (the "Conversion Redemption Price"). In case of any Conversion Redemption, notice of redemption and redemption date shall be delivered to each holder of Series B Preferred Stock at the last known address of such holder as listed in the records of the Corporation. On or after such redemption date, the stock so called for redemption

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shall cease to be entitled to any dividends, interest or right in the Corporation, and shall be entitled to the amount of the Redemption Price.

(e) Fractional Shares. In lieu of any fractional shares to which the holder of Series B Preferred Stock would otherwise be entitled, the corporation shall pay cash equal to such fraction multiplied by the fair market value of one share of Common Stock as determined by the board of directors of the corporation. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock of each holder to be converted at such time into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(f) Adjustment of Conversion Price.

(i) "Excluded Stock" shall mean all shares of Common Stock issued and outstanding on February 19, 1999 and all shares of Common Stock issued or issuable upon conversion of Preferred Stock; and

All outstanding shares of Excluded Stock (including shares issuable upon conversion of the Series B Preferred Stock) shall be deemed to be outstanding for all purposes of the computations of subparagraph (ii) below.

(ii) Adjustment of Conversion Price for Issuance of Common Stock.

The Conversion Price of Series B Preferred Stock shall be subject to adjustment from time to time as follows:

If the corporation shall issue any Common Stock other than Excluded Stock, the Conversion Price for the Series B Preferred Stock outstanding immediately after each such issuance shall forthwith be adjusted to a price determined by multiplying the Conversion Price on the Series B Preferred Stock by the result obtained by dividing:

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(A) the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of the Series B Preferred Stock, or deemed to have been issued pursuant to subdivision (3) of this clause (ii)) immediately prior to such issuance multiplied by the Conversion Price in effect immediately prior to such issuances

by: (B) the sum of the total number of shares of Common Stock outstanding (including any shares of Common Stock issuable upon conversion of the Preferred Stock or deemed to have been issued pursuant to subdivision (3) of this clause (ii)) immediately prior to such issuance plus the additional shares of Common Stock issued in such issuance (but not including any additional shares of Common Stock deemed to be issued as a result of any adjustment in the Conversion Price resulting from such issuance). The product of such operation shall become the Conversion Price.

For the purposes of this clause (ii), the following provisions shall be applicable:

(1) In the case of the issuance of (i) options to purchase or rights to subscribe for Common Stock (other than Excluded Stock), (ii) securities by their terms convertible into or exchangeable for Common Stock (other than Excluded Stock), or (iii) options to purchase or rights to subscribe for such convertible or exchangeable securities (other than Excluded Stock):

(A) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for

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Common Stock shall be deemed to have been issued at the time such options or rights were issued;

(B) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities, or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options or rights were issued;

(C) on any change in the number of shares of Common Stock deliverable upon exercise of any such options or rights or conversions of or exchange for such convertible or exchangeable securities, or on any change in the minimum purchase price of such options, rights or securities, other than a change resulting from the antidilution provisions of such options, rights or securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment made upon (x) the issuance of such options, rights or securities not exercised, converted or exchanged prior to such change, as the case may be, been made upon the basis of such change or (y) the options or rights related to such securities not converted or exchanged prior to such change, as the case may be, been made upon the basis of such change; and

(D) on the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment made upon the issuance of such options, rights, convertible or exchangeable securities or options

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or rights related to such convertible or exchangeable securities, as the case may be, been made upon the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options or rights, upon the conversion or exchange of such convertible or exchangeable securities or upon the exercise of the options or rights related to such convertible or exchangeable securities, as the case may be.

(iii) If the number of shares of Common Stock outstanding at any time after the date hereof is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then, on the date such payment is made or such change is effective, the Conversion Price of the Series B Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of any shares of Series B Preferred Stock shall be increased in proportion to such increase of outstanding shares.

(iv) If the number of shares of Common Stock outstanding at any time after the date hereof is decreased by a combination of the outstanding shares of Common Stock, then, on the effective date of such combination, the Conversion Price of the Series B Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of any shares of Series B Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(v) In case the corporation shall declare a cash dividend upon its Common Stock payable otherwise than out of retained earnings or shall distribute to holders of its Common Stock shares of its capital stock (other than Common Stock), stock or other securities of other persons, evidences of indebtedness issued by the corporation or other persons, assets (excluding cash dividends) or options or rights (excluding options to purchase and rights

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to subscribe for Common Stock or other securities of the corporation convertible into or exchangeable for Common Stock), then, in each such case, the holders of shares of Series B Preferred Stock shall, concurrent with the distribution to holders of Common Stock, receive a like distribution based upon the number of shares of Common Stock into which the Series B Preferred Stock is convertible.

(vi) In case, at any time after the date hereof, of any capital reorganization, or any reclassification of the stock of the corporation (other than as a result of a stock dividend or subdivision, split-up or combination of shares), or the consolidation or merger of the corporation with or into another person (other than a consolidation or merger in which the corporation is the continuing entity and which does not result in any change in the Common Stock), or of the sale or other disposition of all or substantially all the properties and assets of the corporation, the shares of Series B Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the corporation or otherwise to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, sale or other disposition he had converted his shares of Series A Preferred Stock into Common Stock. The provisions of this clause (vi) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

(vii) All calculations under this Section shall be made to the nearest cent or to the nearest one hundredth (1/100) of a share, as the case may be.

(g) Minimal Adjustments. No adjustment in the Conversion Price need be made if such adjustment would result in a change in the Conversion Price of less than \$0.01.

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Any adjustment of less than \$0.01 which is not made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, on a cumulative basis, amounts to an adjustment of \$0.01 or more in the Conversion Price.

(h) No Impairment. Without the consent of the majority of the outstanding shares of Series B Preferred Stock, the corporation will not through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation and shall not amend the terms or provisions of its Articles of Incorporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series B Preferred Stock against impairment.

(i) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to this Section the corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series B Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The corporation shall, upon written request at any time of any holder of Series B Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Rate of such series at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversions of such holder's shares of Series B Preferred Stock.

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(j) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, the corporation shall give to each holder of Series B Preferred Stock at least ten (10) days prior to such record date, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution or right, and the amount and character of such dividend, distribution or right.

(k) Reservation of Stock Issuable Upon Conversion. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series B Preferred Stock, the corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(l) Notices. Any notice required by the provisions of this Section to be given to a holder of shares of Series B Preferred Stock shall be given in writing and shall be deemed effectively given (i) upon personal delivery to the party notified, (ii) when sent by confirmed telex, facsimile or electronic mail if sent during normal business hours of the recipient, if not, then on the next business day, (iii) one (1) day after deposit with a nationally recognized

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overnight courier, with charges prepaid or provided for and airbill properly completed, specifying next day delivery, or (iv) five (5) days after being deposited in the United States mail, postage prepaid, and addressed to such holder at his address appearing on the books of the corporation. Notice shall be sent in a manner reasonably determined to be the most expeditious means of providing each holder with actual notice.

(m) Reissuance of Converted Shares. No shares of Series B Preferred Stock which have been converted into Common Stock after the original issuance thereof shall ever again be reissued and all such shares so converted shall upon such conversion cease to be a part of the authorized preferred shares of the corporation.

5. Voting of Shares. The Common Stock shall be the sole class of stock entitled to vote at a meeting of the shareholders of the Corporation, except as otherwise required by law. The holder of Preferred Stock shall vote on matters dealing solely with the rights of the holders of Preferred Stock and to the extent necessary the holders of the Preferred Stock shall vote separately, as holders in each series of Preferred Stock if the rights of one series is affected separately from the rights of any other series of Preferred Stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 1806 Gunn Highway, Odessa, Florida, 33556, and the name of the Registered Agent of the corporation at that address is Diane P. Bodiford.

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ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially, the number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one

(1). The name and address of the initial director of this corporation is:

NELSON H. TOBIN
1806 Gunn Highway,
Odessa, Florida, 33556

The names and addresses of the current sole director of this corporation, as authorized by the By-Laws of the corporation, are:

NELSON H. TOBIN
1806 Gunn Highway,
Odessa, Florida, 33556

A quorum for the transaction of business shall be seventy-five percent (75%) of the directors qualified and acting, and the act of seventy-five percent (75%) of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors or the shareholders may make or amend the By-Laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

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NELSON H. TOBIN
1806 Gunn Highway,
Odessa, Florida, 33556

ARTICLE VIII

CORPORATE ADDRESS

The current principal office of the corporation is 1806 Gunn Highway, Odessa, Florida, 33634.

ARTICLE IX

DIRECTORS MEETINGS/ACTIONS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law; and the Directors of the corporation may take action by written consent and concurrence as provided by law.

ARTICLE XI

INDEMNIFICATION

The corporation may indemnify and hold harmless any officer, director, former officer or former director of the corporation to the fullest extent permitted by law as set forth in the By-Laws of the corporation.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Amended Articles of Incorporation under the existing laws of the State of Florida; and we certify that the foregoing Amended Articles of Incorporation were adopted, approved and authorized by the unanimous action of all shareholders and all members of the Board of Directors on February 19, 1999, in Tampa, Hillsborough County, Florida.

DIAGNOSTIC INSTRUMENT GROUP, INC.

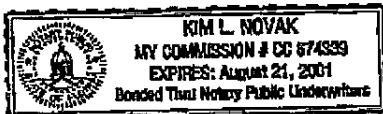
By: Nelson TobinAttest: C. E. B. B. B.

STATE OF FLORIDA)

) ss:

COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 19th day of February, 1999 by Nelson Tobin, as President of DIAGNOSTIC INSTRUMENT GROUP, INC. He is personally known to me or has produced a Florida Drivers License as identification.



Kim L. Novak
Notary Public, State of Florida at Large

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