

P94000093210

GREENBERG
ATTORNEYS AT LAW
TRAURIG

RECEIVED
98 APR 16 AM 11:05
DIVISION OF CORPORATIONS

April 15, 1998

Via Federal Express

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing of Amendment to Articles of Incorporation and Filing Amended and Restated Articles of Incorporation to Ivanhoe Medical Systems, Inc.

To the Florida Department of State:

Enclosed please find one manually executed and one photo copy of an Amendment and in addition, Amended and Restated Articles of Incorporation for the Articles of Incorporation for the above-referenced entity. Also, enclosed please find two checks in the amount of \$87.50 each to cover the cost of filing fees, registered agent and certified copy. Please file immediately with the State and return the certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

FILED
98 APR 16 PM 1:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,

Michele Turton

Michele Turton
Paralegal

500002492705--0
-04/17/98--01099--004
*****87.50 *****87.50

Encls.

cc: Angela Grinstead, Esq.

Amended &
Restated

4/17/98

ORLANDO/TURTONM/40234/v1m011.DOC/4/15/98

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1998

GREENBERG, TRAURIG, ET AL

TALLAHASSEE, FL

SUBJECT: IVANHOE MEDICAL SYSTEMS, INC.
Ref. Number: P94000093210

We have received your document for IVANHOE MEDICAL SYSTEMS, INC. and check(s) totaling \$175.00. However, your check(s) and document are being returned for the following:

It is not necessary to file both the Amendment and Amended & Restated Articles of Incorporation. However, if you wish to file both, please make the correction and return the document to this office.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 098A00020466

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 PM 1:54

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
IVANHOE MEDICAL SYSTEMS, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned hereby amends and restates its Articles of Incorporation to read as follows:

1. The name of the corporation is IVANHOE MEDICAL SYSTEMS, INC. Mailing address of the corporation is 2710 Rew Circle, Ocoee, FL 34761.
2. The duration of the corporation shall be perpetual.
3. The purposes for which the corporation is organized are to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Business Corporation Act, or any substantially similar laws adopted in the future.
4. The maximum aggregate number of shares of common stock, par value of \$1.00 per share (the "Common Stock"), that this corporation shall have authority to issue is 100,000 shares.
5. The street address of the corporation's registered office and the name of its' registered agent at such address is:

Arthur Kobrin
1903 South Congress Avenue, #400
Boynton Beach, Florida 33463

The undersigned, Rogers W. Kirven, Jr., being the President of the corporation, does make these Amended and Restated Articles of Incorporation, hereby declaring and certifying that this is the act and deed of this corporation and, accordingly, have herewith set my hand, this 15 day of April, 1998.

IVANHOE MEDICAL SYSTEMS, INC.

By: 

Rogers W. Kirven, Jr.
President and CEO

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
IVANHOE MEDICAL SYSTEMS, INC.**

Pursuant to Sections 607.1007 of the Florida Business Corporation Act, the undersigned hereby certifies that the following amendments to its Articles of Incorporation were duly approved by unanimous vote by the shareholders of Ivanhoe Medical Systems, Inc.:

1. Article 4 of the corporation's Articles of Incorporation was duly amended in its entirety, pursuant to Section 607.1003 of the Florida Business Corporation Act, on the 15 day of April, 1998, as follows:

- "4. The maximum aggregate number of shares of common stock, par value of \$1.00 per share (the "Common Stock"), that this corporation shall have authority to issue is 100,000 shares. Each share of Common Stock (the "Old Common Stock") issued and outstanding on the date of filing of the Articles of Amendment to these Articles of Incorporation (the "Effective Date") is hereby reclassified and changed on the following basis: each one share of Old Common Stock is hereby converted into 1.9 fully paid and non-assessable shares of Common Stock (the "New Common Stock") (the one for 1.9 conversion is hereinafter referred to as the "Share Split"). From and after the Effective Date, and until exchanged for certificates representing New Common Stock, certificates representing shares of Old Common Stock prior to the Effective Date shall be deemed to represent a number of shares of New Common Stock equal to the number of shares of Old Common Stock represented by such certificates multiplied by 1.9. Notwithstanding the foregoing, (i) each shareholder shall be required to surrender the certificate representing the Old Common Stock in order to receive the certificate for the New Common Stock into which the Old Common Stock is converted, and (ii) the stated capital applicable to the 1.9 shares of Common Stock resulting from such reclassification and change of each such outstanding share shall be the same as the stated capital then applicable to such outstanding share."

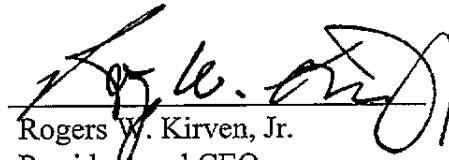
2. Article 5 of the corporation's Articles of Incorporation was duly amended in its entirety, pursuant to Section 607.1003 of the Florida Business Corporation Act, on the 15 day of April, 1998, as follows:

"5. The street address of the corporation's registered office and the name of its' registered agent at such address is:

Arthur Kobrin
1903 South Congress Avenue, #400
Boynton Beach, Florida 33463"

The undersigned, Rogers W. Kirven, Jr., being the President of the corporation, does hereby certify that this is the act and deed of this corporation and the facts herein stated are true and, accordingly, have herewith set my hand, this 15 day of April, 1998.

IVANHOE MEDICAL SYSTEMS, INC.

By: 
Rogers W. Kirven, Jr.
President and CEO