

P96000031083

Scion Cardio-Vascular, Inc.
5200 Blue Lagoon Drive
Suite 890
Miami, Florida 33126
(305) 263-8199

July 9, 1999

FILED
99 JUL 14 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation for Scion Cardio-Vascular, Inc.

To Whom It May Concern:

The Board of Directors and Shareholders of Scion Cardio-Vascular, Inc. (the "Corporation") have adopted Amended and Restated Articles of Incorporation for the Corporation. As required pursuant to Florida Statute 607.1007, enclosed for your information and filing are the following:

1. Amended and Restated Articles of Incorporation of Scion Cardio-Vascular, Inc., signed by Stephen Chakoff, President of the Corporation.
2. Written Consent to Action executed by all of the directors and the sole shareholder of the Corporation.
3. A check for thirty-five dollars (\$35) payable to the Department of State to cover the filing fee for the articles of amendment.

If you have any questions or require any additional information, please let us know.

Amend + Restate
7-20-99
MS

Sincerely,

Stephen Chakoff
Stephen Chakoff
President

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*****35.00 *****35.00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SCION CARDIO-VASCULAR, INC.**

Original Articles of Incorporation filed
with the Florida Department of State
on April 4, 1996, and amended on
March 18, 1999.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On July 9, 1999, the Board of Directors and the Shareholders of Scion Cardio-Vascular, Inc., duly adopted the following Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I
NAME

The name of this corporation is SCION CARDIO-VASCULAR, INC. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the office of the Corporation is Scion Cardio-Vascular, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE III
SHARES

The capital stock authorized shall be 1,000,000 shares, such shares shall be of a single class and shall have a par value of \$0.01 per share.

On the date of filing of these Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, each issued and outstanding share of the Corporation's previously authorized common stock (the "Old Common Stock"), shall thereby and thereupon be classified and converted into one thousand (1,000) validly issued, fully paid and nonassessable shares of Common Stock reflecting a conversion ratio of 1,000:1. Each certificate that heretofore represented shares of Old Common Stock shall now represent the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted; provided, however, that each person holding a record of a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person is entitled.

ARTICLE IV
REGISTERED AGENT

The Registered Office of the Corporation is Scion Cardio-Vascular, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126, and the name of its registered agent at such address is Stephen Chakoff.

ARTICLE V
DIRECTORS

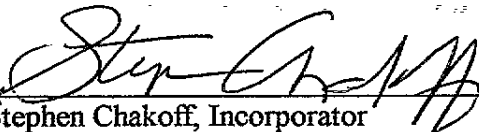
The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The names and addresses of the current Board of Directors are as follows:

Melvin Levinson, M.D.
c/o Scion Cardio-Vascular, Inc.
5200 Blue Lagoon Drive
Suite 890
Miami, Florida 33126

Stephen Chakoff
c/o Scion Cardio-Vascular, Inc.
5200 Blue Lagoon Drive
Suite 890
Miami, Florida 33126

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

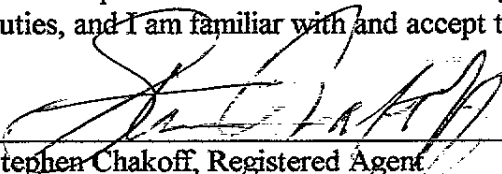


Stephen Chakoff, Incorporator

July 7, 1999
Date

ACCEPTANCE OF APPOINTMENT AS 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 this document, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

✓ 

Stephen Chakoff, Registered Agent

July 7, 1999
Date

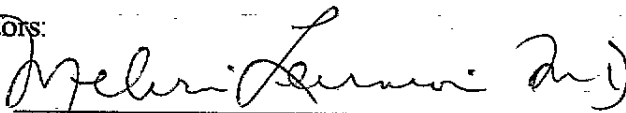
SCION CARDIO-VASCULAR, INC.
WRITTEN CONSENT TO ACTION
BY
SOLE SHAREHOLDER AND ALL DIRECTORS

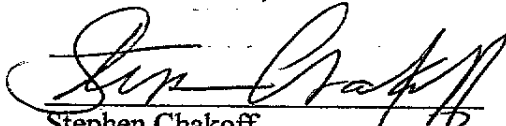
Pursuant to Sections 607.0704, 607.0821, and 607.1007 of the Florida Business Corporation Act, the undersigned, being the sole shareholder and all of the directors of Scion Cardio-Vascular, Inc., a Florida corporation (the "Corporation"), hereby consent to and approve the following action in lieu of holding a special meeting:

RESOLVED, that the Articles of Incorporation of the Corporation are hereby amended and restated in the format attached hereto.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to Action this 9th day of July, 1999.

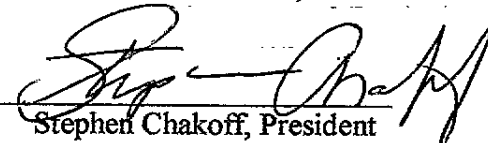
Directors:


Melvin Levinson, M.D.


Stephen Chakoff

Sole Shareholder:

SCION INTERNATIONAL, INC:

By: 
Stephen Chakoff, President