

P96000031083

Scion Cardio-Vascular, Inc.
14256 S.W. 119th Avenue
Miami, Florida 33186
(305) 259-8880

August 18, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 24 AM 9:40

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:

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-08/24/00--01046--019
*****35.00 *****35.00

The Board of Directors and Shareholders of Scion Cardio-Vascular, Inc. (the "Corporation") have unanimously 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. Two (2) Original Amended and Restated Articles of Incorporation of Scion Cardio-Vascular, Inc., signed by Stephen Chakoff, the Vice-President, Incorporator and Registered Agent of the Corporation.
2. 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.

Sincerely,


Stephen Chakoff

Amended & Restated Art.

V. SHEPARD SEP 8 2000

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

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Original Articles of Incorporation filed with
the Florida Department of State on April 4,
1996, amended on March 18, 1999, and
amended and restated on July 14, 1999.

On August 17, 2000, the Board of Directors and Shareholders of Scion Cardio-Vascular, Inc., duly adopted the following Amended and Restated Articles of Incorporation by unanimous agreement pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007 of the Florida Statutes:

**ARTICLE I
NAME**

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

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The address of the principal place of business and the mailing address of the office of the Corporation is Scion Cardio-Vascular, Inc., 14256 S.W. 119th Avenue, Miami, Florida 33186.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV
SHARES**

The capital stock authorized shall be 10,000,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

**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 International, Inc.
5200 Blue Lagoon Drive
Suite 890
Miami, Florida 33126

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

ARTICLE VI
REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is Stephen Chakoff, c/o Scion International, Inc., 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE VII
INCORPORATOR

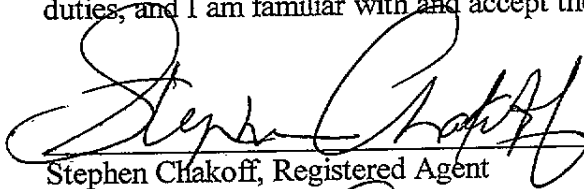
The name of the Incorporator is Stephen Chakoff and the address of the Incorporator is 5200 Blue Lagoon Drive, Suite 890, Miami, Florida 33126.

ARTICLE VIII
INDEMNIFICATION

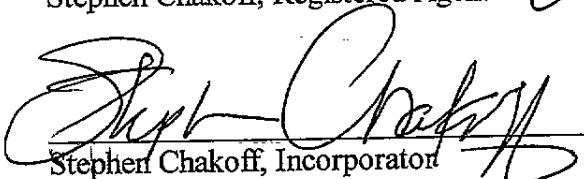
The corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ACCEPTANCE OF APPOINTMENT OF 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

8/22/00
Date


Stephen Chakoff, Incorporator
Secretary

8/22/00
Date