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July 2, 1997

VIA FEDERAL EXPRESS

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-07/03/97-01109-002
*****35.00 *****35.00

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: **Biocard Corporation**

Dear Madam or Sir:

Enclosed is an original and a copy of the Restated Articles of Incorporation of Biocard Corporation (the "Restated Articles"). Also enclosed is a check made payable to the Florida Department of State in the amount of \$35.00 to cover of the filing fee.

Please file the Restated Articles and send a file-stamped copy to the attention of the undersigned at your earliest convenience.

Should you have any questions regarding the enclosed or require additional information, please call the undersigned (collect) at (414) 271-6560. Thank you.

Sincerely,

MICHAEL BEST & FRIEDRICH

Jenifer C Bersch
Jenifer C Bersch
Paralegal

*Jenifer Bersch
authorized to
take initial out
of articles*

JCB
Enclosures
cc: Barbara K. Boxer, Esq.

FILED
97 JUL -3 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Article
KFT
7-11-97

**RESTATED ARTICLES OF INCORPORATION
OF
BIOCARD CORPORATION**

FILED

**97 JUL -3 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, shall supersede and take the place of the heretofore existing Articles of Incorporation of Biocard Corporation and all amendments thereto:

ARTICLE I

The name of the Corporation is Biocard Corporation.

ARTICLE II

The Corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 50,000 shares of one class only of Common Stock, \$.01 par value per share. Shares of Common Stock may be issued by the Corporation from time to time as approved by its Board of Directors and without shareholder approval. Consideration for shares may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract or other securities of the Corporation. Absent fraud in the transaction, the judgment of the Board of Directors of the Corporation as to the value of such consideration received for shares of Common Stock shall be conclusive.

The holders of shares of Common Stock of the Corporation shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. No holders of shares of Common Stock shall be entitled to any right of cumulative voting.

ARTICLE IV

The name and address of the registered agent and registered office of the Corporation are Robert H. Karl, M.D., 6500 S.W. 114 Street, Miami, Florida 33156.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred by statute, these Restated Articles of Incorporation and the Bylaws, the Board of Directors is empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. The number of directors constituting the Board of Directors of the Corporation shall be fixed by or in the manner provided by the Bylaws.

Robert H. Karl
6500 S. W. 114 Street
Miami, Florida 33156

Nilza S. Karl
6500 S. W. 114 Street
Miami, Florida 33156

Ronald A. Goldstein
19600 N. E. 119th Place
North Miami Beach, FL 33179

ARTICLE VI

The name and street address of the subscriber to these Restated Articles of Incorporation is:

Robert H. Karl
6500 S. W. 114 Street
Miami, Florida 33156

ARTICLE VII

No holder of stock of any class of this Corporation (or any subscriber) shall be entitled as of right, merely because he or she is a shareholder, to purchase any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the Corporation. Any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, any thereof, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE VIII

A. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors, in such manner as set forth in the Bylaws.

B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

C. Each director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation as set forth in the Bylaws of the Corporation. The Bylaws may be amended from time to time by either the stockholders or the directors, in such manner as set forth in the Bylaws.

D. A director or officer of the Corporation shall not be disqualified by his or her office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote at any stockholders' meeting of the holders of record of a majority of all outstanding shares of stock in the Corporation entitled to vote; nor shall any director or officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member, or any corporation of which he or she is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

