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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: ORBUS MEDICAL TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000010733

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

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Restated Articles

6-10-98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1998

ORBUS MEDICAL TECHNOLOGIES, INC.
200 SOUTH BISCAYNE BOULEVARD
20TH FLOOR
MIAMI, FL 33131

SUBJECT: ORBUS MEDICAL TECHNOLOGIES, INC.
REF: P96000101118

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document number for this corporation is P96000101118. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000010733
Letter Number: 596A00032450

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**RESTATED ARTICLES OF INCORPORATION
OF
ORBUS MEDICAL TECHNOLOGIES, INC.**

This Restated Articles of Incorporation ("Amended Articles") amends and restates the Articles of Incorporation of Orbus Medical Technologies, Inc. filed with the Secretary of State of Florida on December 16, 1996, effective December 12, 1996, document number .P96000101118 ("Original Articles") and is done in accordance with the requirements of Florida Statute 607.1007, and Florida Statute 607.1003.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ORBUS MEDICAL TECHNOLOGIES, INC., and its address is 5363 N.W. 35th Avenue, Fort Lauderdale, Florida 33309.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on December 12, 1996.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000,000 shares of one (\$.01) penny par value voting common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Rossz Fiu Corporation, and its address is 200 S. Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

Jan Carson Cheezem FL Bar Member 335193
Keith Mack LLP
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than four (4). The names and addresses of those persons currently Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gary J. Becker, M.D.	5925 S.W. 107th Street Miami, FL 33156
David L. Camp, Jr.	5363 N.W. 35th Avenue Fort Lauderdale, FL 33309
Robert J. Cottone, Jr.	5363 N.W. 35th Avenue Fort Lauderdale, FL 33309
C. Craig Edewaard	2220 S.W. 27th Terrace Fort Lauderdale, FL 33312

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors of the Corporation.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law. A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

To the fullest extent permitted by the General Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a Director, except (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii)

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for acts or omissions not in good faith or which involve international misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

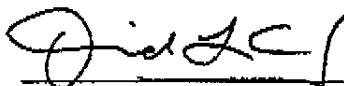
ARTICLE IX - INCORPORATOR

The name of the person incorporating the original Articles of Incorporation is Jan C. Cheezem, and her address is 200 S. Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE X - AMENDMENT OR REPEAL

The Corporation reserves the right to amend, alter, or repeal any other provision contained in these Restated Articles in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles, this 7th day of June, 1998.



David L. Camp, Jr., President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE AMENDED ARTICLES, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 7th DAY OF June, 1998.

ROSSZ-FHY CORPORATION


By _____
Jan Carson Cheezem, President

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CERTIFICATE

The attached Restated Articles of Incorporation of ORBUS MEDICAL TECHNOLOGIES, INC., a Florida corporation (the "Corporation"), require the written consent of the Corporation's shareholders.

This is to certify that the shareholders of the Corporation, by Written Consent of the Shareholders of the Corporation dated as of May 4, 1998, unanimously approved the Restated Articles of Incorporation of the Corporation, in the form attached.

This Certificate is given in accordance with Florida Statute 607.1003.

ORBUS MEDICAL TECHNOLOGIES, INC.,
a Florida corporation

By: 

David L. Camp, Jr., President

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