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AMERICAN BAROMEDICAL CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERICAN BAROMEDICAL CORPORATION

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of American Baromedical Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on February 3, 1997, are hereby amended and restated in their entirety. On January 17, 2013, the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of directors and approved by shareholders of the Corporation holding a sufficient number of votes to approve the same, as follows:

**ARTICLE I**  
**NAME**

The name of the corporation is American Baromedical Corporation.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2700 PGA Boulevard, Suite 104, Palm Beach Gardens, Florida 33410.

**ARTICLE III**  
**CORPORATE PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is One Hundred Twenty Five Million (125,000,000) shares, consisting of (i) One Hundred Million (100,000,000) shares of common stock, \$0.0001 par value per share (the "Common Stock"), and (ii) Twenty-Five Million (25,000,000) shares of preferred stock, \$0.0001 par value per share (the "Preferred Stock").

**Common Stock**

Section 1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock, if any.

Section 2. **Voting Rights.** Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law or any agreement to which the Corporation and its shareholders may be party, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

Section 3. Dividends. Subject to and qualified by the rights of the holders of the Preferred Stock, if any, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

Section 4. Liquidation. Subject to and qualified by the rights of the holders of the Preferred Stock, if any, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

#### Preferred Stock

Section 1. Designation of Rights, Privileges and Preferences. The Preferred Stock is subject to issuance by the Board of Directors in one or more series and classes by the filing a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(ii) The number of shares constituting that series or class and the distinctive designation of that series;

(iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;

(iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and

(viii) Any other relative rights, preferences and limitations of that series or class.

#### ARTICLE V BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors, and the shareholders of the Corporation, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders of the Corporation if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 2700 PGA Boulevard, Suite 104, Palm Beach Gardens, Florida 33410. The name of the Corporation's registered agent at that office is Heather R. Greco.

**ARTICLE VII**  
**LIMITATION OF LIABILITY**

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article V shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President of the Corporation on January 17, 2013, and affirm that the statements made herein are true under the penalties of perjury.

AMERICAN BAROMEDICAL CORPORATION

By: 

John S. Peters, President