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Amended
Restated
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GUIDENT TECHNOLOGIES, INC.**

Pursuant to Section 607.1006, Florida Statutes, as amended ("Florida Corporate Law"), the following Amended and Restated Articles of Incorporation of Guident Technologies, Inc., a for profit corporation, is hereby submitted for filing:

1. The Articles of Incorporation of this corporation was filed with the Secretary of State of Florida, and accepted on June 10, 1998, and subsequently amended on December 22, 1998, effective January 1, 1999.
2. The Board of Directors of the Corporation has, by unanimous consent or by meeting duly held, along with the requisite shareholders, authorized the re-designation of Common Stock into two classes of capital stock, that is, "Founders Common Stock par value \$0.0001 per share" (as defined herein) and into "Class A Common Stock, par value \$0.0001 per share."
3. This Amended and Restated Articles of Incorporation is hereby submitted to read in full as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GUIDENT TECHNOLOGIES, INC.**

ARTICLE I. NAME

The name of this corporation is Guident Technologies, Inc. (the "Corporation").

ARTICLE II. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activities for which corporations may be organized under the Florida Corporate Law, as amended.

ARTICLE III. STOCK

(A) **Authorized Capital.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Founders Common Stock" and "Class A Common Stock." The total number of shares which the Corporation is authorized to issue eleven million (11,000,000) shares of Common Stock of all classes of capital stock, of which eight million (8,000,000) shares are shares of Founders Common Stock with a par value of \$0.0001 per share (the "Founders Common Stock"); and of which three million (3,000,000) shares are shares of Class A Common

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Stock with a par value of \$0.0001 per share (the "Class A Common Stock"). Founders Common Stock and Class A Common Stock, collectively may be referred to herein as "Shares." The Shares of the Corporation are 1244 stock.

(B) Rights and Restrictions of Stock. The rights, privileges, and restrictions granted to and imposed on the Founders Common Stock and the Class A Common Stock are as set forth below in this Article III(B).

1. Dividend Rights. The holders of Founders Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Except as approved by the Board of Directors and by unanimous vote of the holders of Founders Common Stock, the holders of Class A Common Stock shall not be entitled to receive any dividends, provided however, the holders of Class A Common Stock may be entitled to receive share dividends as provided in Florida Corporate Law Section 607.0623, upon consent of more than fifty (50%) percent of all Shares of the Corporation, voting together as a single class.

2. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

3. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided by applicable law, with holders of the Founders Common Stock and Class A Common Stock participating as one class.

4. Redemption. The Common Stock is not redeemable; provided, however, that the Corporation's repurchase of shares of its capital stock pursuant to agreements approved by the Board of Directors shall not be deemed "redemptions" and shall be allowed, subject to limitations on "distributions" pursuant to the Florida Corporate Law.

5. No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation (except in accordance with Section 3 hereof and applicable law) or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the holders of Shares against impairment.

(C). Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of

Common Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

ARTICLE IV. PREEMPTIVE RIGHTS

No preemptive rights shall exist with respect to shares of stock of this Corporation, except to the extent provided by written agreement with this Corporation and various shareholders, as approved by the Board of Directors.

ARTICLE V. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall exist with respect to shares of Founders Common Stock of this Corporation, but no other.

ARTICLE VI. ACTION BY MAJORITY VOTE

Except as otherwise set forth herein, and except as set forth in Article III, Section (B).5 and Article VII, to the maximum extent permitted under Florida Corporate Law, a quorum of this Corporation's shareholders shall exist whenever there are present a simple majority of all shares of this Corporation, regardless of class, entitled to vote on an action. Except as otherwise set forth herein, the Corporation may take action by the affirmative vote of a simple majority of all Shares of this Corporation, regardless of class entitled to vote on an action. This Article VI is specifically intended to reduce the voting requirements which otherwise may be prescribed Florida Corporate Law.

ARTICLE VII. DIRECTORS

The number of directors of this Corporation shall be three (3). For so long as at least two million (2,000,000) shares of Founders Common Stock are held by each such holder (or their assigns) remain outstanding (as adjusted for stock splits, stock dividends or recapitalizations) the holders of Founders Common Stock, voting as a separate class, shall be entitled to elect all three (3) members of the Board of Directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

ARTICLE VIII. BYLAWS

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws subject to the power of the shareholders to amend or repeal such Bylaws. The shareholders shall also have the power to amend or repeal the Bylaws and to adopt new Bylaws.

ARTICLE IX. AMENDMENTS TO CERTIFICATE OF INCORPORATION

This Corporation reserves the right to amend or repeal any of the provisions contained in this Certificate of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

ARTICLEIX. ACTION BY SHAREHOLDERS WITHOUT A MEETING

To the maximum extent permitted under Florida Corporate Law, any action required or permitted to be taken at any meeting of this Corporation's shareholders may be taken without a meeting or a vote if the action is taken by this Corporation's shareholders holding of record, or otherwise entitled to vote, in the aggregate no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted.

No notice of any action by shareholders without a meeting shall be required. To the extent prior notice is required by law, any advance notice required by statute to be given to non-consenting shareholders of this Corporation shall be made at least one business day prior to the effectiveness of the action, or such longer period as required by law. The form of this notice shall be sufficient to apprise the non-consenting shareholders of this Corporation of the nature of the action to be effected, in a manner approved by the Board of Directors or by the committee or officers to whom the Board of Directors has delegated that responsibility.

ARTICLE XI. LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by law, a director of this Corporation shall not be personally liable to this Corporation or its Shareholders for monetary damages for conduct as a director. If the Florida Corporate Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Corporate Law, as so amended. Any repeal or modification of the foregoing paragraph by the Shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS

This Corporation shall indemnify its directors to the fullest extent permitted by the Florida Corporate Law now or hereafter in force.

This Corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement

provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Every reference herein to directors, officers, employees, or agents shall include former directors, officers, employees, and agents and their respective heirs, executors, and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws, or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable law.

Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

ARTICLE XIII. BOOKS OF CORPORATION

The books of the Company may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Company.

The undersigned, as Executive Vice President of Guident Technologies, Inc., executes this Amended and Restated Certificate of Incorporation this 7 day of December, 2010.

GUIDENT TECHNOLOGIES, INC.,
a Florida corporation

By:


Boryo Haater, Executive Vice President