

P97000072914



ACCOUNT NO. : 072100000032

REFERENCE : 719185 118517A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : February 25, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 719185-005

4000002440424--2

CUSTOMER NO: 118517A

CUSTOMER: Jeffrey M. Fuller, Esq
Fuller And Holsonback, P.a.
Suite 2650
100 N. Tampa Street
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 2:14

DOMESTIC AMENDMENT FILING

NAME: DOLPHIN MEDICAL TECHNOLOGIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

CC

RECEIVED
98 FEB 25 PM 12:22
DIVISION OF CORPORATION

2-25-98
Amend.

FIRST ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOLPHIN MEDICAL TECHNOLOGIES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 25 PM 2:14

Pursuant to Section 607.1006 of the Florida Business Corporation Act, DOLPHIN MEDICAL TECHNOLOGIES, INC. adopts these Articles of Amendment:

FIRST: The name of the corporation is DOLPHIN MEDICAL TECHNOLOGIES, INC.;

SECOND: Article IV of the corporation's Articles of Incorporation is deleted in its entirety and shall be replaced in its entirety by the following provision:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.01 per share and divided into 8,650,000 shares of Class A common stock and 1,350,000 shares of Class B common stock. The corporation is not authorized to issue fractional shares of its common stock. The consideration to be paid for each share of capital stock shall be fixed by the Board of Directors and may consist of any tangible or intangible property or benefit to the corporation, including, but not limited to, cash, promissory notes, services performed, other securities of the corporation, or promises to perform services for the corporation that are evidenced by a written contract with a value, in the judgment of the Board of Directors, that is adequate. The corporation has the right to purchase or otherwise acquire shares of its own capital stock to the extent provided by law, its Bylaws, the Articles of Incorporation, or any agreement duly executed on behalf of the corporation.

Except as set forth in these Articles of Incorporation, the Class A common stock and Class B common stock are voting stock entitled to one vote per share on all corporate actions requiring shareholder approval and to participate in all distributions declared by the corporation's Board of Directors, and have the same preferences, limitations, and relative rights.

Except as otherwise set forth in these Articles of Incorporation, the Class A common stock and Class B common stock shall vote together as a single separate voting group and, voting together as a single separate

voting group, shall approve all corporate actions requiring shareholder approval and nothing in these Articles of Incorporation shall require a separate vote of either the Class A common stock or Class B common stock to approve or authorize any such corporate action unless otherwise expressly stated. The Class A common stock, voting separately as a single voting group, shall have the exclusive right to elect a minority (the largest whole number less than one-half) of the directors of the corporation, or, if the number of directors of the corporation is fewer than three, the Class A common stock shall not be entitled to elect directors of the corporation. The Class A common stock, voting separately as a single voting group, shall have the exclusive right to remove a director of the corporation elected by the Class A common stock or to elect a director to fill a vacancy resulting from the death, removal, or resignation of a director who was elected by the Class A common stock. The Class B common stock, voting separately as a single voting group, shall have the exclusive right to elect a majority (the smallest whole number greater than one-half) of the directors of the corporation, or, if the number of directors of the corporation is fewer than three, the Class B common stock shall elect all the directors of the corporation. The Class B common stock, voting separately as a single voting group, shall have the exclusive right to remove a director of the corporation elected by the Class B common stock or to elect a director to fill a vacancy resulting from the death, removal, or resignation of a director who was elected by the Class B common stock. Additionally, the Class B common stock, voting separately as a single voting group, shall approve the following corporate actions:

- (a) the issuance or reissuance of any shares of Class A common stock or Class B common stock;

- (b) the involuntary termination of employment of an officer or employee who owns shares of Class B common stock;

- (c) the amendment of the corporation's Bylaws or Articles of Incorporation;

- (d) any material and nonrecurring transaction between the corporation and a director of the corporation elected by the holders of the Class A common stock or Class B common stock, or any person controlled, directly or indirectly, by such a director; or

(e) the merger, dissolution, liquidation, consolidation, recapitalization, or reorganization of the corporation, or a sale of all or any significant part of the assets of the corporation.

Except as provided above, the Class A common stock and Class B common stock together constitute a single separate voting group, and a separate vote of either the Class A common stock or Class B common stock shall not be required to approve or authorize any such corporate action unless expressly required by law.

THIRD: Article VIII, Article IX, Article X, Article XI, Article XII, and Article XIII of the corporation's Articles of Incorporation are deleted in their entirety;


FOURTH: The foregoing amendments to Article IV, Article VIII, Article IX, Article X, Article XI, Article XII, and Article XIII of the Articles of Incorporation were adopted by the board of directors by written consent dated December 5th, 1997, without shareholder action and shareholder action was not required pursuant to Section 607.1005 of the Florida Business Corporation Act.

EXECUTION DATE: December 5, 1997

DOLPHIN MEDICAL TECHNOLOGIES, INC.

By:  (Seal)
Mark G. Urbanski
President

ATTEST:


Mark G. Urbanski
Secretary

12/05/97 1:32pm
lr\dolphin\amdarticles.001