

P97000085921

ATTORNEYS' TITLE

Requestor's Name

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City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. QUALITY MEDICAL NEEDLES, Inc.  
(Corporation Name) (Document #)
2. AME  
(Corporation Name) (Document #)
3.   
(Corporation Name) (Document #)
4.   
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 AUG 20 PM 2:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

ADW  
8/20/98

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
QUALITY MEDICAL NEEDLES, INC.**

98 AUG 20 PM 3:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of QUALITY MEDICAL NEEDLES, INC., shall be amended in the following respects:

- A. Article III. CAPITAL STOCK shall be restated as follows:

**"ARTICLE III. CAPITAL STOCK"**

This corporation is authorized to issue 100,000 shares of common stock divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A Common - Voting	30,000	\$.10
Class B Common - Non-Voting	70,000	\$.10

Section 1. - Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class A common shares. Holders of Class B common shares shall not be entitled to vote.

Section 2. - Relative Rights and Preferences. The relative rights, privileges, and preferences of the Class A common and the Class B common, except with respect to voting rights mentioned above, shall be in all other respects identical, share for share, whether in connection with the operation, or with the liquidation of the corporation so as to qualify the common stock under Section 1361(c)(4) of the Internal Revenue Code of 1986, as amended, as one class of stock within the meaning of subsection (b)(1)(D) of Section 1361, IRC."

- B. Article VI. PREEMPTIVE RIGHTS is deleted so that no shareholder shall have preemptive rights.

C. Article VII. DIRECTORS will be amended so that it reads as follows:

**"ARTICLE VII. DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director.

<u>Name</u>	<u>Address</u>
Joseph E. Harms	390 Scarlet Boulevard Oldsmar, Florida 34677

D. The following Articles shall be added:

**"ARTICLE IX. BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

**ARTICLE X. AMENDMENTS**

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

**ARTICLE XI. ELECTIONS REGARDING  
CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

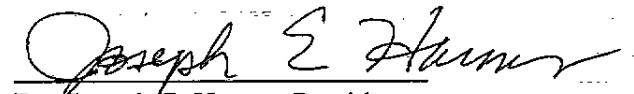
**ARTICLE XII - INDEMNIFICATION**

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred."

E. All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the sole director and sole shareholder by written action without a meeting on the 10<sup>th</sup> day of August, 1998.

QUALITY MEDICAL NEEDLES, INC.

  
By: Joseph E. Harms, President

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