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Division of Corporations

P 97000104349

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Florida Dep. No. 1014 Stat. 3 P.0



April 8, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ZASSI MEDICAL EVOLUTIONS, INC.
1886 14TH ST
SUITE 6
FERNANDINA BEACH, FL 32034

SUBJECT: ZASSI MEDICAL EVOLUTIONS, INC.
REF: P97000104349

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 amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

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Florida Dept. of State No. 1014 P. 4



Cheryl Coulliette
Regulatory Specialist II

FLORIDA DEPARTMENT OF STATE
Letter Number: B08A00020623
Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ZASSI MEDICAL EVOLUTIONS, INC.**

Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of Zassi Medical Evolutions, Inc., originally filed on December 11, 1997 and amended on October 21, 1998, are amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the corporation is Zassi Holdings, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

1886 S. 14th Street, Suite 6
Fernandina Beach, Florida 32034

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing any lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective on the date of filing with the Florida Department of State.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 1886 S. 14th Street, Suite 6, Fernandina Beach, Florida 32034 as the street address of the Corporation's registered office, and (ii) names Peter von Dyck as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Driver, McAfee, Griggs & Peck, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
(904) 301-1269

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ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE IX - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation under the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation.



Peter von Dyck, Chief Executive Officer

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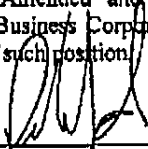
CERTIFICATE OF ADOPTION

The undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation were adopted and approved, and their filing authorized, on April 8, 2008, by (i) unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821, Florida Statutes, and (ii) written consent of the Corporation's shareholders pursuant to Section 607.0704, Florida Statutes.


Peter von Dyck, Chief Executive Officer

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.


Peter von Dyck, Individually

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