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FILED  
99 JAN 29 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 28, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Global Medical Technologies, Inc.  
Our File No. 5760.0100

Dear Madam or Sir:


Enclosed herewith are the following:

1. Amended and Restated Articles;
2. One check in the amount of \$43.75 for filing fees (Amendment plus one certified copy);
3. A copy of this letter.

Please file the Articles of Amendment, date stamp the enclosed copy of this letter, and return it to me in the envelope provided. Should you have any questions, please do not hesitate to contact me at (954) 766-7800.

Thank you.

Sincerely,

  
Myra Mahoney  
Corporate Paralegal

Enc.

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*Amend. & Rest. art. & N/c*

VS FEB 4 1999

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GLOBAL MEDICAL TECHNOLOGIES, INC.**

FILED  
99 JAN 29 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being all the Board of Directors of Global Medical Technologies, Inc., (hereinafter the "Corporation"), a Florida corporation organized and existing under and by virtue of Chapter 607 and Chapter 621 of laws of the State of Florida (hereinafter "the Corporation"), and desiring to amend and restate its Articles of Incorporation, does hereby certify:

1. The name of the corporation is Global Medical Technologies, Inc.
2. The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 20, 1998, Document #P98000026433.
3. The Amended and Restated Articles of Incorporation, effective September 28, 1998, were adopted by the Board of Directors on January 21, 1999, and by Written Consent Action of All Shareholders on January 21, 1999. To effect the foregoing, the text of the Articles of Incorporation is hereby amended and restated as herein set forth in full:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**VECTOR MEDICAL TECHNOLOGIES, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 7761 La Mirada Drive, Boca Raton, FL 33433.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FLA BAR #851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 E. Las Olas Blvd., Suite 1900  
Ft. Lauderdale, Florida 33301  
Phone Number: (954) 763-1200

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Sixty million (60,000,000) shares, of which:

- (1) Fifty million (50,000,000) shares of Common Stock with a par value of \$.001 per share; and
- (2) Ten million (10,000,000) shares shall be designated Preferred Stock with a par value of \$.001 per share. Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph.

ARTICLE V  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI  
REGISTERED AGENT AND ADDRESS

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be Robert B. Smith, Esq., 1 NE 2 Avenue, Suite 208, Miami, Florida 33132.

ARTICLE VII  
BOARD OF DIRECTORS

The number of Directors may be increased or diminished from time to time by the Bylaws. The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Michael Salit, M.D., PhD Chairman/CEO	7761 La Mirada Drive Boca Raton, FL 33433
Donald Clippinger President/COO	c/o 7761 La Mirada Drive Boca Raton, FL 33433

ARTICLE VIII  
INDEMNIFICATION

The Corporation may indemnify any director, officer, employee, or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX  
AFFILIATED TRANSACTIONS


This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing articles and amendments were adopted by the Board of Directors of the Corporation pursuant to a Written Consent of all of the Board of Directors of the Corporation, and by all of the Shareholders of the Common Stock, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast to amend and restate the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of Global Medical Technologies, Inc., a Florida corporation, have been executed this 21st day of January, 1999.

  
Michael Salit, M.D., Ph.D.  
Chairman/CEO