

P99000017/00

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*Amended And
Restated Act*

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TALLAHASSEE FLORIDA

JAN 30 2012

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January 24, 2012

Via U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: US MED, Inc. (Document No. P99000017100) (the "Corporation")

Dear Sir or Madam:

Please find enclosed Amended and Restated Articles of Incorporation of the Corporation. Also enclosed is a check in the amount of \$35.00 representing the filing fee due on behalf of the Corporation. Should you need anything further to complete the filing of the Amended and Restated Articles, please do not hesitate to contact us.

Sincerely yours,

Holland & Knight LLP



John L. Stansbury

Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
US MED, INC.

The undersigned, pursuant to Sections 607.1006 and 607.1007, Florida Statutes, hereby adopts the following as the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of US MED, Inc., a Florida corporation (the "Corporation"), as originally filed with the Florida Department of State on February 19, 1999, and confirms that such Amended and Restated Articles and the amendments set forth herein were duly adopted and approved on September 1, 2011 in the manner required by the Florida Business Corporation Act and the Articles of Incorporation of the Corporation pursuant to the unanimous written consent of the sole Shareholder and the sole Director of the Corporation:

ARTICLE I. NAME

The name of the Corporation is US MED, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are 8260 Northwest 27th Street, Suite 401, Miami, Florida 33122.

ARTICLE III. AUTHORIZED SHARES

The number of shares the Corporation is authorized to issue is one million (1,000,000), all of which have no par value. Ten thousand (10,000) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and nine hundred ninety thousand (990,000) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock". The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Shareholders of the Corporation, except when otherwise required by law.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 8260 Northwest 27th Street, Suite 401, Miami, Florida 33122, and the name of the registered agent of the Corporation at that office is Zachary A. Schiffman.

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ARTICLE V. DIRECTORS

The governing board of the Corporation shall be styled as a "Board of Directors" and each member of the Board of Directors shall be a "Director". The Corporation shall have one (1) Director. The name and address of the Director of the Corporation are:

Zachary A. Schiffman

8260 Northwest 27th Street, Suite 401
Miami, Florida 33122

These Amended and Restated Articles of Incorporation are effective upon filing same with the Florida Department of State.



Zachary A. Schiffman, President and
Director